MARVEL

the AMAZING SPIDER-MAN®

FRENZ JANSON

THE COMPLETE ALIEN COSTUME SAGA
BOOK 1

the AMAZING SPIDER-MAN

THE COMPLETE ALIEN COSTUME SAGA BOOK 1

the AMAZING SPIDER-MAN

THE COMPLETE ALIEN COSTUME SAGA

WRITERS
TOM DEFALCO, AL MILGROM, DAVID MICHELINIE, LOUISE SIMONSON, CARY BURKETT & TONY ISABELLA WITH ROGER STERN, JIM OWSLEY & BOB DENATALE

PENCILERS
RON FRENZ, GREG LAROCQUE, AL MILGROM, RICK LEONARDI & PAUL NEARY WITH DAVID MAZZUCHELLI

INKERS
BRETT BREEDING, MIKE ESPOSITO, JIM MOONEY, BILL ANDERSON, JOSEF RUBINSTEIN & SAM DE LA ROSA

COLORISTS
GLYNIS WEIN, BOB SHAREN & CHRISTIE SCHEELE

LETTERERS
JOE ROSEN & DIANA ALBERS WITH JANICE CHIANG

ASSISTANT EDITOR
BOB DENATALE

EDITOR
DANNY FINGEROTH

FRONT COVER ARTISTS
RON FRENZ, KLAUS JANSON & MATT MILLA

BACK COVER ARTISTS
RON FRENZ, JOSEF RUBINSTEIN & THOMAS MASON

COLLECTION EDITOR
MARK D. BEAZLEY

DIGITAL TRAFFIC COORDINATOR
JOE HOCHSTEIN

ASSOCIATE MANAGING EDITOR
ALEX STARBUCK

EDITOR, SPECIAL PROJECTS
JENNIFER GRÜNWALD

SENIOR EDITOR, SPECIAL PROJECTS
JEFF YOUNGQUIST

RESEARCH
ALEX LEAR

LAYOUT
JEPH YORK

RECAP TEXT
MIKE FICHERA

PRODUCTION
JERRON QUALITY COLOR, COLORTEK & ALAN SMITHEE

SELECT COLOR RECONSTRUCTION
DIGIKORE & GOTHAM

BOOK DESIGNER
JOE FRONTIRRE

SVP PRINT, SALES & MARKETING
DAVID GABRIEL

DIGITAL MANAGER/PRODUCTION
TIM SMITH 3

DIGITAL PRODUCTION
KOU CHEN & RACHEL YOUNG

EDITOR IN CHIEF
C.B. CEBULSKI

CHIEF CREATIVE OFFICER
JOE QUESADA

PRESIDENT
DAN BUCKLEY

EXECUTIVE PRODUCER
ALAN FINE

SPECIAL THANKS TO PAUL BOURCIER, PATRICK DUKE, MIKE FICHERA, JESS HARROLD, AND DOUG SHARK OF MYCOMICSHOP.COM

© 2019 MARVEL. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

Recently, Spider-Man became romantically involved with the reformed burglar called the Black Cat. Their romance was often frustrating and ethically challenging, yet wildly exciting. Spider-Man revealed his secret identity to the Cat, but although Spider-Man truly loved her, the Cat only loved Spider-Man — not the humdrum Peter Parker. Moreover, she feared telling him that she owed the Kingpin for a clandestine power augmentation she received in order to not be a liability to her lover while fighting crime by his side.

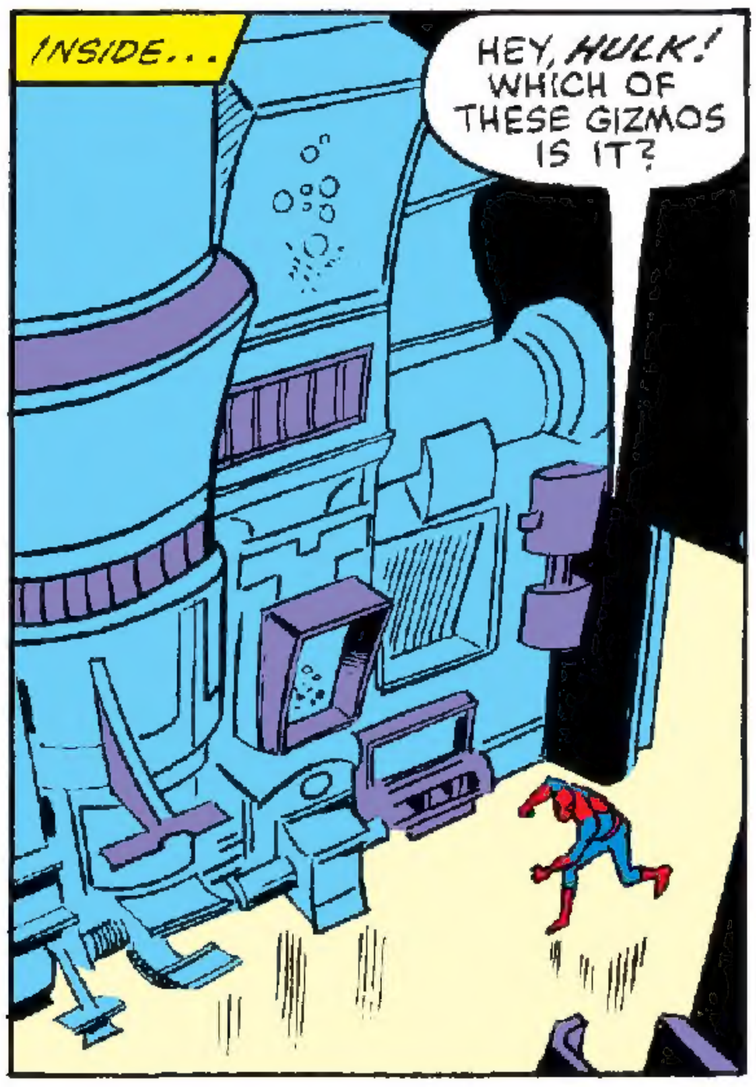
Further complicating Peter's love life, his old flame Mary Jane Watson moved back from Florida after previously rejecting Peter's marriage proposal. Peter's Aunt May, unaware that her dear nephew was also "that awful Spider-Man," began conspiring with Mary Jane's Aunt Anna to pair Peter and MJ together again.

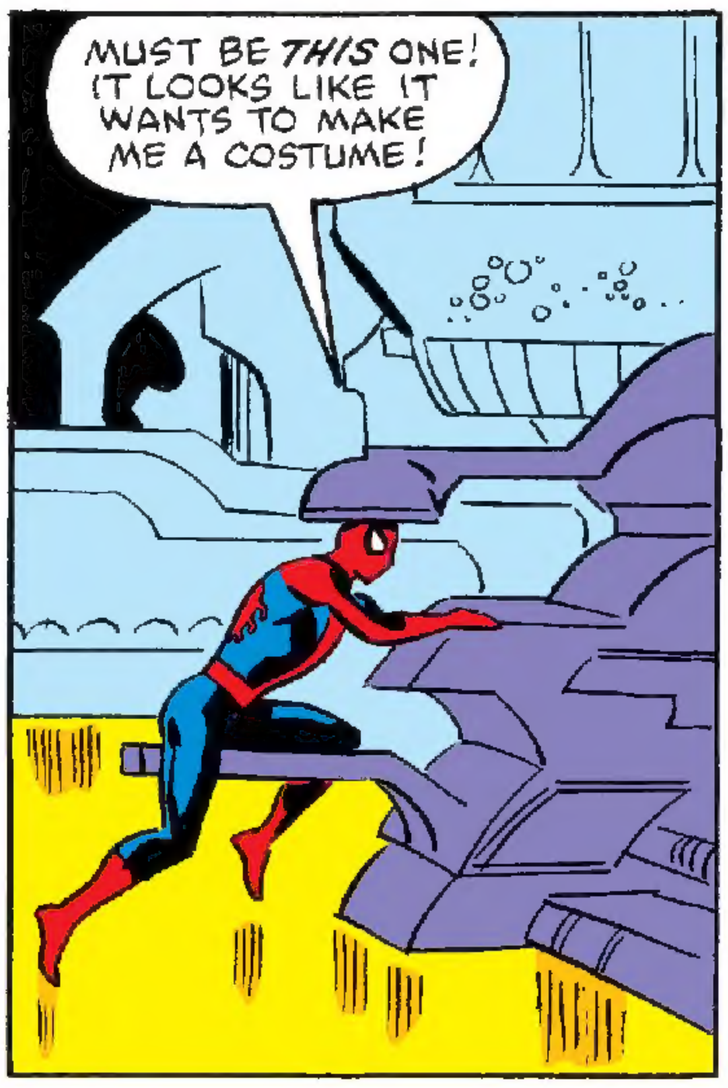
Meanwhile, a mystery man acquired the equipment and arsenal of Norman Osborn, the original Green Goblin. Renaming himself the Hobgoblin, this mystery figure made deals with the criminal underworld while blackmailing many of New York's wealthy businessmen — including Peter's old college roommate Harry Osborn, who, with wife Liz, was expecting his first child.

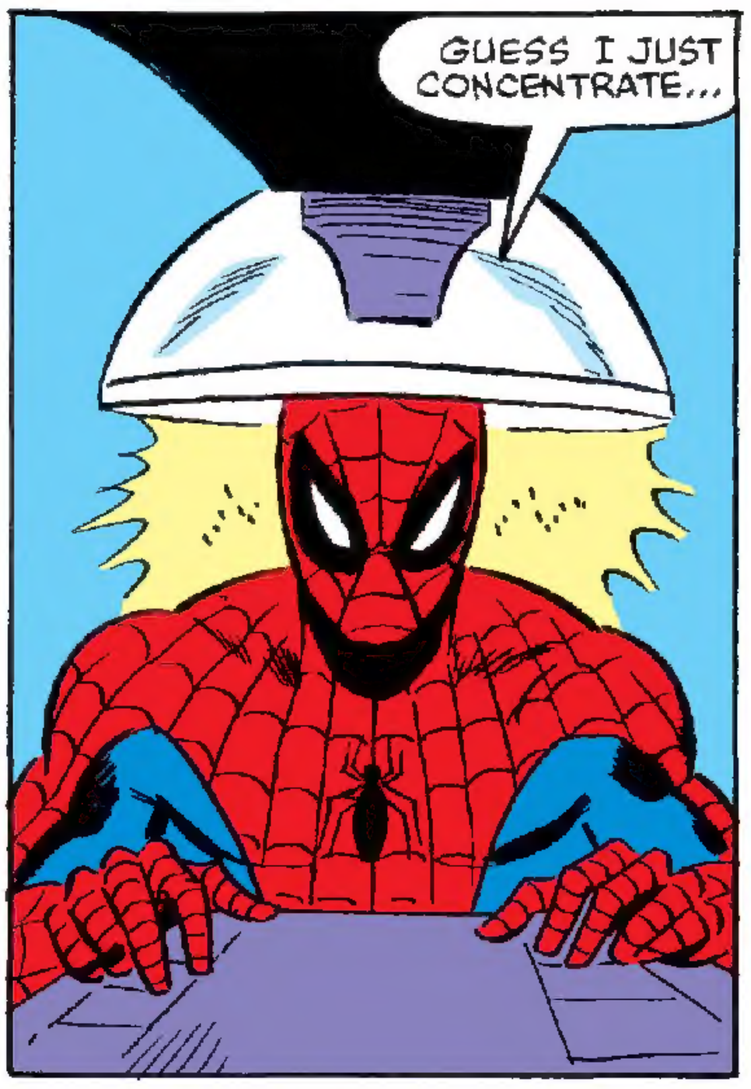
Suddenly, Spider-Man was swept up in the fantastic adventure known as the "Secret Wars." Spider-Man and several other heroes, including members of the Avengers, X-Men and Fantastic Four, were transported to a constructed planet called Battleworld — along with over a dozen dangerous villains, including Galactus! An invisible, near-omnipotent being called the Beyonder challenged the two teams to battle as he studied the concept of desire. During the fighting that ensued, Spider-Man's costume was shredded, and he obtained a replacement from a high-tech piece of alien machinery found in the heroes' makeshift base. With a sleek black design, the costume had many strange new abilities — including shape-changing and responding to Spider-Man's thoughts.

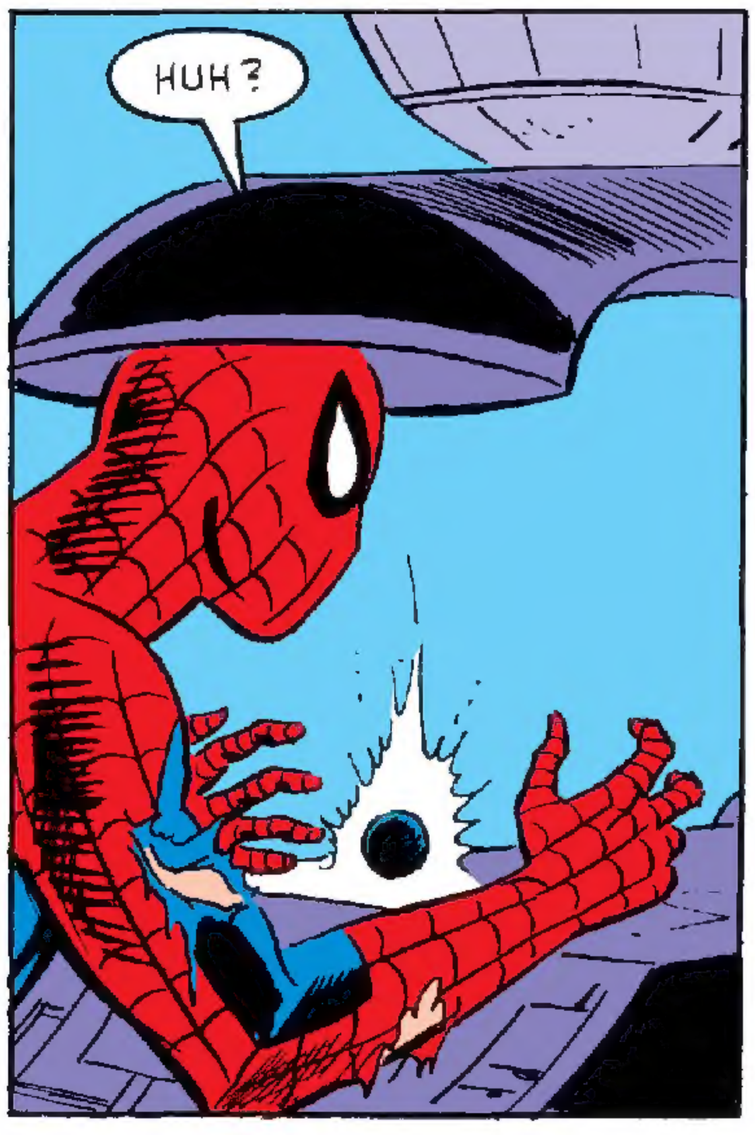
In the end, the heroes triumphed and found a way to transport themselves back to Earth. But Spider-Man would soon discover that he had brought home far more than a piece of alien clothing...

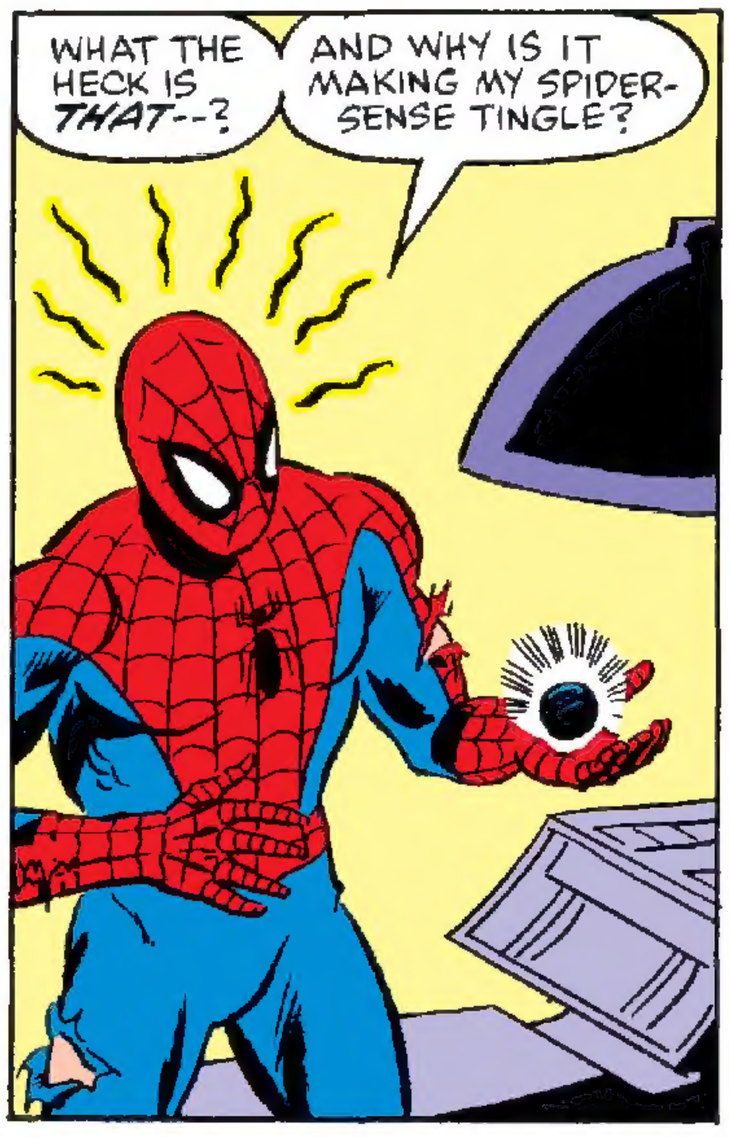
EXCERPTS FROM *MARVEL SUPER HEROES SECRET WARS #8, #9 & #12*











WRITER: JIM SHOOTER • PENCILER: MIKE ZECK • INKERS: JOHN BEATTY WITH JACK ABEL & MIKE ESPOSITO • COLORIST: CHRISTIE SCHEELE • LETTERER: JOE ROSEN • EDITOR: TOM DEFALCO

HUH? SPIDER-MAN, YOU GONE *NUTS*, OR WHAT?

MEBBE HE JUST SORTA "FLIPPED OUT"... HEH, HEH!

YAHOO!

HEY, WATCH WHERE YOU'RE GOING, DOG-BREATH!

I'VE GOT MY WEBS BACK!

YOU FRUITCAKE! WATCH WHAT YOU'RE DOING!

I *AM!* AIN'T IT WONDER-FUL?!

NO! WHERE'D YOU GET THIS STUFF? IT'S EVEN HARDER TO BURN OFF THAN YOUR OLD WEBBING!

WHICH WON'T KEEP ME FROM FRYING YOUR BUNS IN A MINUTE AFTER I GET IT OFF!

NYAH, NYAH!

SETTLE DOWN, SON! YOU, TOO, TORCH!

BUT, I'VE GOT *WEBS* AGAIN! EVER SINCE YOU CANNIBAL-IZED MY WEB-SHOOTERS TO REPAIR IRON-MAN'S ARMOR,* REED, I'VE FELT LIKE A ONE-ARMED MAN... OR A SEVEN-LEGGED SPIDER!

IT'S THE *COSTUME!* SOMEHOW, IT'S GOT BUILT-IN WEB-SHOOTERS! THEY FIRE WHEN I *THINK* ABOUT IT!

*ISSUE #4.

THAT'S NOT ALL--! THIS SUIT DOES *ANYTHING!* WATCH THIS--!

THERE! SHORT SLEEVES FOR SUMMER!

I'D LOVE TO EXAMINE IT IN MY LAB SOMETIME ...IF THERE IS "SOMETIME" EVER AGAIN... IF I EVER SEE MY LAB AGAIN!

SOON...

AH! HERE'S THE GOOD OL' PANTRY! ALIEN FOOD NEVER LOOKED SO...WELL, EDIBLE ANYWAY!

WHY DOES ALL THIS INTERPLANETARY FRUIT LOOK LIKE EGGPLANT? I THINK RIGHT NOW IF I HAD TO CHOOSE BETWEEN PEACE ON EARTH AND A BIG MAC IT'D BE CLOSE!

AT LEAST, WITH THIS NIFTY NEW COSTUME I DON'T HAVE TO TAKE MY MASK OFF TO EAT. IT JUST *OPENS UP* WHERE AND WHEN I ORDER IT TO!

SHORTLY...

HMM...VOICES, FROM THAT ROOM! I WONDER WHAT ALL THE RUCKUS IS? MAYBE THEY'VE GOT A SUPER TV IN THERE THAT'S PICKING UP *THE MUPPETS!*

UH-HO! IT'S THE ROOM WITH THE *COSTUME MAKING MACHINE!*

I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE *LEADER* OF THIS TEAM!

AND SO YOU SHALL, STORM...GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE...AND YES, COMBAT-LEADERSHIP ROLE!

THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED!

THIS IS A *GAME* TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, *REMEMBER* THAT!

HEY! THAT'S ODD!

THEY DIDN'T USE THE SAME MACHINE I DID WHEN I MADE THIS OUTFIT!

HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!

NO...THEY'RE JUST--JUST CLOTHES!

THEN...WHY DO *MINE?*

OH, WELL...

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
252
MAY
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THE RUMORS ARE TRUE.

INTRODUCING... THE *NEW* SPIDER-MAN!

FRENZ JANSON

WELL, WHAT'S THE VERDICT?

NOT BAD, OVERALL. I LIKE THE HEADLINE. IT'S A REAL GRABBER! BUT THIS PHOTO MONTAGE IS TOO "ARTSY" FOR ME.

YOUR FRONT PAGES WILL BE A LOT MORE STRIKING IF YOU JUST CONCENTRATE ON A SINGLE EXCITING VISUAL--INSTEAD OF TRYING TO DAZZLE YOUR READERS WITH SPECIAL EFFECTS!

★★★★ FINAL

Vol. 68, No. 185

DAILY BUGLE

New York, February 4, 1984

Sunny and cool today and partly Sunny tomorrow. Details on page 75

Price 30¢

WHERE ARE THEY ?!?

Still No Word On Missing Heroes

Stories on Page 2, Additional Photos on Centerfold

SOME NICE REPORTING ON THIS STORY ABOUT THE MISSING HEROES--BUT I WOULD HAVE PREFERRED A FEW MORE PICTURES ON PAGE TWO.

WHY DIDN'T YOU USE ANY PHOTOS BY *PETER PARKER*? THIS SORT OF THING IS USUALLY HIS MEAT.

I TRIED TO CALL PETE A NUMBER OF TIMES IN THE PAST WEEK...BUT HE SEEMS TO BE OUT OF TOWN.

Heroes Gone!

Crime On The Rise

by Lynn Craig

In the wake of the mysterious disappearances of many of this city's costumed heroes, rumors of dramatic increases in violent crimes were confirmed today when the Bureau of Statistics released its weekly unaudited report. Violent crimes rose overall an average of 14% in the preceding week. Notable exceptions were the incidents of bank robbery, which increased 23%, and the incidents of armed assault, which rose a staggering 37%.

Many officials in the New York City Police Department, however remain unconvinced that these statistical increases are directly related to the alleged dis-

— Continued on Page 17

The Sheep Meadow in New York City's Central Park, where it is believed that the abduction took place

No Clues at Disappearance Site

A list of those missing reads like a regular who's who of super heroes: Captain America, The Wasp, Thor, The She-Hulk and Iron Man of the Avengers; Mr. Fantastic, The Human Torch and

— Continued on Page 17

Wanda Maximoff, The Scarlet Witch

She Fears The Worst

CONOVER'S CORNER

by Jacob Conover

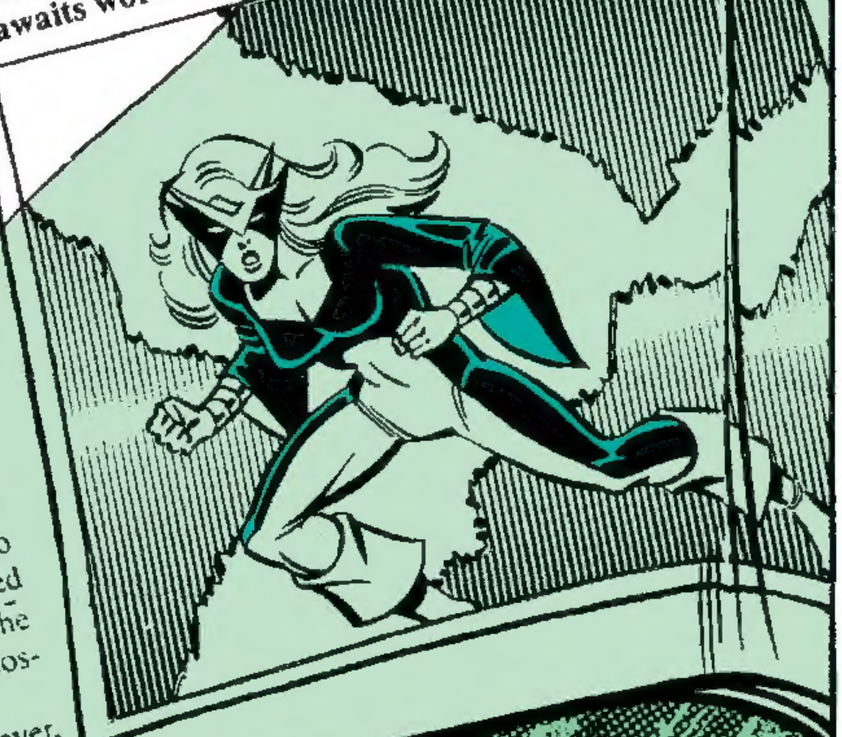
Technically, she is not an Avenger. She has no official ties with this team of super heroes. She has never been considered a part of their organization, and has never even applied for membership. Even the most casual of obser-

vers can see that she has absolutely no legal right to live within their world-famous mansion headquarters. And yet, she is there. She has moved into that famous Fifth Avenue landmark, and made it her temporary home while she awaits word . . . any word . . . of her missing husband.

The woman's name is Mockingbird, and her husband is Hawkeye,

— Continued on Page 26

Newly married Mockingbird anxiously awaits word on husband's fate



'No Comment' Says Witch

THAT'S THE TROUBLE WITH FREELANCERS. THEY'RE UNDEPENDABLE! THEY ALWAYS SEEM TO BE UNDERFOOT-- *EXCEPT* FOR THE TIMES WHEN YOU REALLY NEED ONE.

THE PAPER LOOKS GOOD, ROBBIE -- *REAL GOOD!*

THIS LEAD STORY WILL HAVE EVERY-ONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.

I'M GLAD YOU'RE PLEASED, JONAH.

I HAVE ONLY ONE COMPLAINT...

YOU NEVER ONCE CONFRONTED THE QUESTION OF *SPIDER-MAN'S* INVOLVEMENT!

IS HE BEHIND THESE DISAPPEAR-ANCES? WHAT DOES HE HOPE TO GAIN?

SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE *DAILY BUGLE*, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE--

--I'M GOING TO RUN THIS NEWSPAPER *MY* WAY!

DAILY BUGLE

IF YOU WANT TO KEEP PERSECUT-ING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES-- AND NOT IN MY HEADLINES!

IS THAT UNDERSTOOD?

HARUMPHH! I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!

SO DO I. I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...

THEY'VE BEEN GONE FOR DAYS!

*MEANWHILE, IN THE **SHEEP MEADOW** OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION--*

--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!

SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN--

LOOK!

THAT'S THE THING WHICH KIDNAPPED THE HEROES! *IT'S BACK!* HOW--? WHY--?!

STAN LEE PRESENTS: A NEW CHAPTER -- A NEW BEGINNING -- IN THE LIFE OF THE AMAZING SPIDER-MAN!

"HOMECOMING!"

BUT THEN, BEFORE ANOTHER QUESTION CAN BE UTTERED, OR A MOVE BE MADE...

HANG ON, DOC CONNORS!

I THINK WE'RE GOING TO MAKE IT THIS TIME!

ROGER STERN
PLOT

TOM DEFALCO
SCRIPT

RON FRENZ
PENCIL BREAKDOWNS

BRETT BREEDING
FINISHED ART

JOE ROSEN
LETTERS

GLYNIS WEIN
COLORS

DANNY FINGEROTH
EDITOR

JIM SHOOTER
EDITOR IN CHIEF

WE DID IT! WE *REALLY* DID IT!

WE GOT THROUGH!

HEY, BUDDY! IF YOU'VE GOT ANYTHING LEFT IN THAT THERMOS, MY FRIEND AND I COULD SURE USE A DRINK! WE'VE BEEN TRAVELING A LONNNNG TIME!

S-SURE...HELP YOURSELVES!

TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.

S-SPIDER-MAN, IS IT TRUE--? H-HAVE WE REALLY RETURNED TO PLANET EARTH?!

IT LOOKS THAT WAY!

TH-THANK GOD!

EVERYTHING'S GOING TO BE FINE NOW! WE'RE FINALLY BACK HOME, AND--

HEY! I JUST REALIZED...

WE REALLY ARE BACK HOME!

POLICE

YA-YA-HOO!

WE'RE BACK! WE'RE BACK!

HEY, YOU!

DO YOU MIND TELLING US WHAT'S GOING ON HERE?

WHO ARE YOU, ANYWAY?!

ME?! I'M SPIDER-MAN--

--AND I'M REAL GLAD TO KNOW YOU!

SMEK!

≠?!?≠

CUT THE COMEDY, WISE GUY!

WE'VE ALL SEEN SPIDER-MAN BEFORE-- AND YOU DON'T LOOK A THING LIKE HIM!

WE WANT SOME ANSWERS-- NOW!

BE CAREFUL WITH THAT GUN, QUICKDRAW!

WE DON'T WANT IT TO ACCI-DENTALLY GO OFF, AND HURT SOME-ONE--

PWIP!

"--DO WE?!"

MY HAND--?

WHAT DID HE DO TO MY HAND?

AT THAT EXACT INSTANT, THE BIZARRE CONSTRUCT FLARES AGAIN, AND THEN...

HEY! LOOK WHO DECIDED TO JOIN THE PARTY!

THE AVENGERS!

≠WHEW≠ IT'S ABOUT TIME! FOR A MINUTE THERE, I WAS AFRAID THAT CONNORS AND I WERE THE ONLY ONES WHO MADE IT HOME!

C'MON, DOC! THERE'S NO REASON FOR US TO HANG AROUND ANYMORE!

BESIDES, I WANT TO GET OUT OF HERE BEFORE SOME SHUTTERBUG STARTS SNAPPING PICTURES OF YOUR FACE!

I'M SURE YOUR WIFE AND KID COULD DO WITHOUT THAT KIND OF PUBLICITY!

LEAPING AN INCREDIBLE THIRTY FEET STRAIGHT UP, THE AMAZING SPIDER-MAN IS SOON LOST AMID THE TOWERING TREES OF CENTRAL PARK.

SPIDER-MAN, WHAT ARE WE GOING TO TELL THE WORLD ABOUT ALL WE'VE SEEN--ALL WE'VE EXPERIENCED?!

I'VE BEEN MEANING TO TALK TO YOU ABOUT THAT.

REED RICHARDS, THE LEADER OF THE ***FANTASTIC FOUR***, SUGGESTED THAT WE KEEP MUM ABOUT EVERYTHING THAT'S HAPPENED TO US IN THE PAST FEW DAYS --AND I'M WITH HIM!

NO ONE WOULD BELIEVE OUR STORY ANYWAY!

HEY, I HAVEN'T EXACTLY LIVED THE MOST SHELTERED OF LIVES--BUT EVEN I FIND IT HARD TO IMAGINE THAT ANYONE LIKE THE ***BEYONDER*** COULD REALLY EXIST!*

÷SHEESH÷ I STILL GET CHILLS JUST THINKING ABOUT HIM!

YOU'RE RIGHT. WE SHOULD KEEP SILENT. BUT I'LL ***NEVER*** FORGET IT...

*DOES ALL THIS MAKE YOU JUST A ***LITTLE*** BIT CURIOUS? THEN PICK UP ***MARVEL SUPER HEROES SECRET WARS*** --DANNY.

SOON, NEAR THE EDGE OF THE PARK, SPIDER-MAN PLACES DR. CURT CONNORS UPON THE GROUND, AND THEN LEAPS UPWARD AGAIN...

WHAT IS IT, SPIDER-MAN?

WHAT ARE YOU LOOKING FOR UP THERE?

MY CLOTHES!

I HID MY CIVIES IN ONE OF THESE TREES--JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY!*

OH, NO!

*SEE LAST ISSUE--DANNY.

MY NEW JACKET AND MY SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE *GONE*--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPERSTRUCTURE FOR HIS NEW NEST!

=UGGG= WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!

AT LEAST MY WALLET AND KEYS ARE STILL HERE!

GUESS IT'S TIME TO SEE IF MY NEW COSTUME STILL WORKS LIKE IT DID ON THAT OTHER PLANET!

INSTANTLY REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS COSTUME SUDDENLY OPENS A WIDE SEAM TO RECEIVE HIS KEYS AND WALLET...

NO SOONER DOES HE PLACE THEM WITHIN IT, THAN IT IMMEDIATELY RESEALS ITSELF!

WOW! I DON'T THINK I'LL EVER GET USED TO THAT STUNT!

THIS COSTUME POSSESSES SOME PRETTY WEIRD ABILITIES! I'M REALLY GOING TO NEED TIME TO ADJUST TO THEM!

HEADS UP, DOCTOR CONNORS! I'M COMING BACK FOR YOU NOW!

SHORTLY...

HANG ON, DOC! I'LL HAVE YOU HOME BEFORE YOU KNOW IT!

JUST A FEW MORE BLOCKS UNTIL WE REACH YOUR APARTMENT!

MADE IT!

HI THERE, BILLY! BET YOU DIDN'T EXPECT TO FIND US HANGING ON THE SIDE OF YOUR BUILDING!

DAD!

TAP! TAP!

MOMENTS LATER...

MOM AND I WERE SO WORRIED! WE WERE AFRAID THAT... THAT...

THAT I HAD AGAIN BEEN TRANSFORMED INTO THAT MINDLESS, RAMPAGING BEAST-- *THE LIZARD?!*

DON'T WORRY, SON! EVERYTHING IS ALL RIGHT NOW!

CURTIS! YOU'RE HOME! YOU'RE SAFE!

NOT WISHING TO INTRUDE ON THIS MOST TENDER OF FAMILY REUNIONS, SPIDER-MAN QUIETLY TAKES HIS LEAVE...

WHERE WERE YOU? WHY DIDN'T YOU CALL?

LISTEN, I'M NOT SURE I UNDERSTAND WHERE I WAS... OR ALL THAT HAPPENED TO ME WHILE I WAS AWAY...

...I JUST KNOW I'M GLAD THAT SPIDER-MAN WAS THERE TO HELP ME THROUGH IT!

THAT WAS SPIDER-MAN?! GOSH, I DIDN'T EVEN RECOGNIZE HIM!

WHAT HAPPENED? DID HE GET A NEW TAILOR?

NO... NOT QUITE.

I DON'T KNOW WHAT THE FUTURE HOLDS FOR CURT CONNORS-- BUT I WISH HIM THE BEST! HE AND HIS FAMILY HAVE BEEN THROUGH ENOUGH GRIEF IN THE PAST FEW YEARS!

CAN IT BE?! DO MY EYES DECEIVE ME?

IS THIS REALLY THE BATHROOM SKYLIGHT WHICH OPENS TO THE HOME OF THAT CELEBRATED, WORLD-FAMOUS, GALAXY-HOPPING FREELANCE PHOTOGRAPHER... *PETER PARKER?!*

SO IT IS! SO IT IS!

÷GNUU÷ THIS ROOM HAS A DESPERATE NEED FOR AIR FRESHENER!

A *CASE* AT THE VERY LEAST!

THERE WERE SOME BAD MOMENTS IN THE LAST FEW DAYS, WHEN I WAS CONVINCED I'D NEVER SEE THIS OLD HOMESTEAD AGAIN--

--LIKE THAT TIME *GALACTUS* ALMOST STEPPED ON ME!

OH, WELL, I...

HEY!

THE COSTUME IS RESPONDING TO MY THOUGHTS AGAIN!

IT KNEW THAT I WANTED TO CHANGE BACK TO PETER PARKER--SO IT TRANSFORMED ITS OUTWARD APPEARANCE!

WEIRD! IT TREATS MY EVERY THOUGHT AS A COMMAND!

REED RICHARDS VOLUNTEERED TO ANALYZE IT FOR ME! MAYBE I'LL TAKE HIM UP ON HIS OFFER--

--AFTER I'VE SEEN TO A FEW PROBLEMS OF A FAR MORE PERSONAL NATURE!

MY FACE HASN'T SEEN A RAZOR IN DAYS...

"DAYS"?!

OMIGOSH! I HAVEN'T SPOKEN TO AUNT MAY IN OVER A WEEK!

SHE MUST BE WORRIED SICK!

AND, A FRANTIC DIAL LATER...

PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?

LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!

I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!

I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!

YES...YES...OF COURSE I FORGIVE YOU...IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!

"SOMETIMES WORRY"?!

MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!

HUSH, NATHAN! PETER'S TALKING...

THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!

SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!

WELL, THEN YOU CAN EXPECT ME!

IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!

I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!

THIS ONE'S TO MY LADY--

"--FELICIA HARDY, THE *BLACK CAT!*"

BRRING! BRRING! BRRING!

NO ANSWER! I WONDER WHERE SHE COULD BE?

FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!

I'M GETTING BETTER AND BETTE

BURMA SH

IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!

I KNOW THAT SOMETHING HAS BEEN TROUBLING HER LATELY-- BUT SHE WON'T LET ME IN ON IT!

WHAT CAN IT BE?

WHY WON'T SHE CONFIDE IN ME?!

ACCORDING TO CAPTAIN AMERICA AND THE HUMAN TORCH, SHE'S BEEN RACING AROUND TOWN--TRYING TO FIND A WAY TO ACQUIRE SUPER-POWERS*...

...SO SHE CAN BATTLE BY MY SIDE!

THE LADY'S ASKING FOR TROUBLE... BUT SHE'S SO HEAD-STRONG...

*SEE PETER PARKER, THE SPECTACULAR SPIDER-MAN #89 -- DANNY.

BUT WHY COMPLAIN? I REALLY CARE FOR HER-- EVEN THOUGH SHE CAN BE SO FLAKEY AT TIMES!

I'LL TRY TO REACH HER AGAIN *LATER*-- AFTER I'VE HAD A CHANCE TO CHOW DOWN!

RIGHT NOW, MY BODY CRAVES FOOD! TRAVELING ACROSS THE UNIVERSE IS HUNGRY WORK!

BUT THEN, MINUTES AFTER PETER PARKER HAS QUIT HIS APARTMENT--

--A SHAPELY SILHOUETTE STEALS ACROSS HIS BATHROOM SKYLIGHT!

*MOVING WITH THE SUBTLE GRACE OF HER NAMESAKE, THE **BLACK CAT** GENTLY DROPS INTO THE APART-MENT...*

SHE IS A REFORMED CAT BURGLAR, GIFTED WITH INCREDIBLE PHYSICAL AGILITY.

SPIDER--?

HE DOESN'T SEEM TO BE HOME!

SHE IS ALSO A WOMAN VERY MUCH IN LOVE WITH THE AMAZING SPIDER-MAN.

HE'S BEEN GONE FOR DAYS! WHERE CAN HE BE? WHY HASN'T HE TRIED TO CONTACT ME?

WHY DOES HE HAVE TO BE GONE *NOW*-- WHEN I NEED HIM THE MOST?!

I'VE GOT REAL PROBLEMS! I WANTED TO BE THE PERFECT PARTNER FOR MY SPIDER-- SO I LET SOME SCIENCE BOYS CONDUCT A FEW EXPERIMENTS ON ME!

THEY MANAGED TO RELEASE --AND ENHANCE-- SOME PRETTY FUNKY *LATENT* SUPER-POWERS THAT I NEVER REALIZED I HAD!

BUT THEN, I LEARNED THAT THE MAN RESPONSIBLE FOR MY TRANSFORMATION WAS ONE OF SPIDER'S GREATEST ENEMIES... THE *KINGPIN OF CRIME!*

MINUTES LATER...

I'M CERTAIN THE KINGPIN HAS SOMETHING SINISTER UP HIS OVERSIZED SLEEVE!

HE MIGHT EVEN THINK HE CAN USE *ME* AGAINST SPIDER-MAN -- BUT HE'S WRONG!

STILL, JUST TO BE SAFE, I'D LIKE TO FIND SPIDER -- AND WARN HIM!

WHERE *IS* HE?!

PIZZA -- THE SUSTENANCE OF THE GODS!

SMELL THAT AROMA! I HOPE MARIO REMEMBERED TO USE EXTRA GREEN PEPPERS AND ANCHOVIES!

IT'S AMAZING WHAT YOU MISS -- WHEN YOU'RE A MILLION-ZILLION MILES FROM HOME!

TOMORROW, I'M HAVING TACOS FOR LUNCH -- AND CHINESE FOR DINNER!

MAN! I'M SO GLAD TO BE BACK!

EVERYTHING LOOKS GREAT TO ME -- EVEN THE BUMS ON THE STREET... AND THIS GRIMY, OLD STOOP!

HEY, LOOKEE HERE!

GLEN PIZZA

I EVEN HAVE SOME MAIL WAITING FOR ME!

JUST A FEW BILLS AND ADVERTISEMENTS -- BUT I DON'T CARE! IT'S ALL A PART OF BEING HOME!

SALE

SHORTLY...

THEY MAY NOT BE COSMIC PROBLEMS-- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!

I COULD REALLY USE SOME BIG BUCKS!

HEY, I WONDER IF--

POP

MY CAMERA!

MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!

GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!

I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND *SOON!*

BUT NOW--

"--I'VE GOT SOME FILM TO DEVELOP!"

I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE--

--BEFORE I RAN OUT OF FILM!

WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM-- BUT I HAD NO IDEA *HOW* WEIRD!

BEAUTIFUL ...AND YET, SO VERY TERRIFYING!

I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!

YEAH... A FORTUNE!

OH, WHO AM I TRYING TO KID?!

EVERYONE WILL THINK THESE PICTURES WERE FAKED!

BESIDES, REED RICHARDS WAS RIGHT!

WE SHOULDN'T BURDEN THE PUBLIC WITH WHAT HAPPENED TO US OUT THERE!

NO ONE SHOULD HAVE TO LIVE WITH KNOWLEDGE LIKE THAT...

...NOT EVEN ME!

I'M GONNA DESTROY THE PRINTS *AND* THE NEGATIVES!

WITHIN MINUTES, IT IS DONE...

AND...

≥YAWN≤ THAT'S IT! I'VE HAD MORE THAN ENOUGH FOR ONE DAY!

IT'S TIME TO CRASH!

SLEEP, HOWEVER, REFUSES TO COME.

FOR MORE THAN AN HOUR PETER PARKER TOSSES WITHIN HIS BED--

-- BUT MORPHEUS STEADFASTLY REFUSES TO EMBRACE HIM!

IT'S NO USE! I'VE GOT TOO MANY THINGS STILL SWIRLING AROUND IN MY MIND!

I MAY NEVER SLEEP AGAIN!

I'VE GOT TO GO OUT AND DO SOMETHING! MAYBE A LITTLE WEB-SWINGING WILL--

BUT THEN, EVEN BEFORE PETER CAN COMPLETE HIS SENTENCE, HIS INCREDIBLE COSTUME FLOWS TO THE FLOOR, FROM THE CHAIR ACROSS WHICH IT IS DRAPED.

SNAKELIKE, IT SLITHERS ACROSS THE ROOM.

AND THEN...

WHOA-OH!

THIS NEW COSTUME MAY BE FAST AND EFFICIENT!

BUT IT'LL BE A LOOOONG TIME BEFORE--

--I'M READY FOR SERVICE LIKE THIS!

SOMETIME LATER...

YEP, THIS IS WHAT I NEEDED ALL RIGHT!

I'M ALREADY STARTING TO MELLOW OUT!

MAYBE I SHOULD START MY OWN BRANCH OF *INSOMNIACS ANONYMOUS!*

UH-OH!

YOUR WALLET, MAC!

C'MON! HURRY IT UP, OR I'LL...

I'LL...
I'LL...
YIII!
MY WORD! WHAT COULD HAVE CAUSED HIM TO REACT LIKE--
HI, THERE!
÷?!?÷
YOU'RE SAFE NOW-- BUT I WOULDN'T RECOMMEND WALKING AROUND THIS NEIGHBORHOOD AT NIGHT!
WANT ME TO HANG AROUND UNTIL YOU CAN FLAG A CAB?
YEOW!
HELP! POLICE! SAVE ME--!
I DON'T BELIEVE IT! THAT GUY WAS MORE TERRIFIED OF ME-- THAN OF THE MUGGER!
MUST BE THE NEW COSTUME! I GUESS IT LOOKS A LOT MORE MENACING THAN MY OLD ONE!
BUT I FEEL TOO GOOD BEING BACK IN THE SADDLE TO WORRY ABOUT THAT NOW!
AND ONCE I FINISH LIMBERING UP--
--I'M GOING TO TAKE A SERIOUS SHOT AT BREAKING--
--MY LONG-DISTANCE, TRIPLE-SOMERSAULT, JUMPING RECORD!
YAHOO! IT'S GREAT TO BE ALIVE!

BUT SOON, WHILE SWINGING HIGH OVER A VACANT LOT, SPIDER-MAN'S JUBILATION IS SUDDENLY SHATTERED BY THE HARSH SHOUTS OF ANGRY VOICES...

SOUNDS LIKE MORE TROUBLE DOWN THERE!

SHUT UP, WEEZIE! I'M WARNING YOU--!

NO! YOU LIED TO ME, JUSTIN! YOU MADE A PROMISE TO ME, AND YOU LIED!

THAT DOES IT! IF YOU WON'T CLOSE YOUR MOUTH --I WILL!

SLOW DOWN, CHAMP!

DIDN'T YOUR MOTHER EVER TEACH YOU THAT GENTLE-MEN DO NOT SLUG LADIES?

÷ULP÷

FF FF FF FF

WHAT ARE YOU KIDS DOING OUT SO LATE?

AND WHAT WERE YOU FIGHTING ABOUT?

IT'S, UM, ALL JUSTIN'S FAULT!

NO, IT AIN'T!

IT IS SO! HE PROMISED TO TAKE ME TO A CONCERT TONIGHT-- BUT HE BACKED OUT AT THE LAST MINUTE!

THAT'S IT?! YOU'RE FIGHTING OVER A DATE?!

I WAS COUNT-ING ON THIS CONCERT! IT WAS MY FAVORITE GROUP... BURNT TOAST!

IT AIN'T MY FAULT I COULDN'T GET TICKETS!

BESIDES, I THINK THEY'RE PRETTY LAME-O, ANYWAY!

ENOUGH! TAKE A BREATHER, KIDS! YOU'RE BOTH BEHAVING LIKE IDIOTS!

IT'S STUPID FOR YOU TO BE FIGHTING-- ESPECIALLY WHEN YOU HAVE SO MUCH GOING FOR YOU!

OH, YEAH? LIKE *WHAT--?!*

TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE-- AND *IT STINKS!*

WE'VE GOT *NOTHING* GOING FOR US!

YOU'RE WRONG, JUSTIN!

REAL WRONG!

THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!

HUH?

Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--

--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!

HEY! WHAT ARE YOU DOING?!

I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--

YIPES! I THINK I'M GONNA BE SICK!

--IT'S *WEB-SWINGING TIME!*

DON'T YOU DARE, JUSTIN!

HEY, *MISTER!* ARE YOU CRAZY--?!

MAYBE! WE'LL LEARN SOON ENOUGH!

SOON, HIGH ATOP A NEARBY SKYSCRAPER...

WHY'D YOU BRING US UP HERE?

I WANTED YOU TO GET A REAL BIRD'S-EYE-VIEW OF THIS CITY... *YOUR CITY!*

FEEL THAT COLD NIGHT AIR! DOESN'T IT MAKE YOU GLAD YOU'RE ALIVE?

S-SURE, IF YOU SAY SO.

C-CAN WE GO HOME NOW?

NOT YET, JUSTIN! I'M REALLY GETTING OFF ON THE VIEW!

GOOD! I'M NOT MUCH OF A SPEECH-MAKER... SO I FIGURED I'D LET THE CITY SPEAK FOR ITSELF...

"HEY, I REALIZE THIS CITY ISN'T PERFECT! IT HAS MORE THAN ITS SHARE OF ROUGH EDGES...

"BUT THERE'S A LOT OF REAL BEAUTY DOWN THERE, TOO...

"THIS CITY IS LIKE ANY LIVING CREATURE! IT HAS THE POTENTIAL FOR INCREDIBLE GOOD ...OR HORRIBLE EVIL!

"IT'S A PART OF YOU KIDS, WHETHER YOU REALIZE IT OR NOT! YOU'LL ALWAYS CARRY IT WITH YOU--

--WHEREVER YOU GO!

THAT'S WHAT YOU'VE GOT GOING FOR YOU! IT'S A LOT MORE THAN YOU THINK!

FFFF FFFF

MINUTES LATER...

THANKS FOR THE RIDE, MISTER! I KNOW JUSTIN REALLY HATED IT--

--BUT I HAD A GOOD TIME!

SO DID I!

YOU KNOW SOMETHING, MISTER? YOU'RE A NICE GUY...BUT AWFUL WEIRD!

I GUESS I AM AT THAT!

WEIRDER THAN SOME...BUT NOT AS WEIRD AS OTHERS!

THEN I DON'T WANT TO MEET THE OTHERS!

NEITHER DID I... BUT I DIDN'T HAVE ANY CHOICE!

GOOD-BYE, WEEZIE! HAVE A GOOD LIFE!

MAN! I DON'T KNOW IF THAT DID MORE GOOD FOR THEM-- OR ME!

BUT I FEEL EVEN *BETTER* THAN I DID BEFORE!

NEW YORK, YOU REALLY KNOW HOW TO BRING OUT THE VERY BEST IN--

NEXT ISSUE! SPIDER-MAN FACES THE THREAT OF A DARING, NEW VILLAIN! PLUS-- AUNT MAY FINALLY LEARNS THAT PETER HAS DROPPED OUT OF COLLEGE! DON'T MISS...

BY MYSELF BETRAYED--!

FRENZ
JANSON

MARVEL

©1984 MARVEL COMICS GROUP

TM

60¢
141
MAY
02147

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP®

SPIDER-MAN®

AND

DAREDEVIL®

GANGWAY, HEROES!

THIS IS WHERE THE *NEW* SPIDER-MAN TAKES OVER!!

PLUS: THE *BLACK WIDOW!*

ADAMS-N-MIGNOLA '83

Stan Lee PRESENTS: SPIDER-MAN® AND DAREDEVIL®

BLIND JUSTICE!

I GOT THREE KIDS. THREE KIDS, TWO DOGS AND A CAT. ALL OF 'EM LIKE TO SEE ME COME HOME NOW AND AGAIN, Y'KNOW, KID?

I DON'T KNOW ABOUT YOU, HOWARD--

THE NAME IS COOL BREEZE, CHUMP.

--WHATEVER, BUT I DON'T GET OFF ON BEIN' LOCKED UP ALL NIGHT LONG WITH DIRT LIKE YOU, CAPEESH?

YOU'RE GONNA DO SOME GOOD TIME IN THE JOINT FOR KID-NAPPING THAT LITTLE GIRL.* REAL TOUGH GUY, AIN'TCHA?

DETECTIVE ROLLINS... I DON'T THINK MY CLIENT...

TOM DEFALCO — PLOT
JIM OWSLEY — SCRIPT
GREG LAROCQUE — PENCIL BREAKDOWNS
MIKE ESPOSITO — FINISHED ART
GLYNIS WEIN — COLORS
DIANA ALBERS — LETTERS
DANNY FINGEROTH — EDITOR
JIM SHOOTER — EDITOR-IN-CHIEF

*LAST ISH.
**RIKERS ISLAND PENITENTIARY --DANNY.

OH, THEY'RE GONNA LOVE YOU IN RIKER'S,** HOWARD, WITH THAT CUTE LITTLE BALD HEAD OF YOURS. OF COURSE, IF YOU COOPERATE A LITTLE, MAYBE WE CAN MAKE LIFE A BIT...SAFER... FOR YA...

DO YOUR THINKING LATER, COUNSELOR. LET ME DO MY JOB.

ONE LAST TIME, HOWARD. YOU CONFESS TO THE PAWNBROKER MURDER, AND WE GET YOU EASY TIME IN OSSINING.* WE GET YOU 3rd DEGREE MANSLAUGHTER, KNOCK OFF ONE, MAYBE TWO YEARS. YOU BEHAVE YOURSELF AND YOU'LL SEE PAROLE IN THREE TO FIVE.

GIVE ME GRIEF, AND I'LL FEED YOU TO THE SHARKS.

C'MON, HOWARD. MY CAT'S WAITING.

*STATE PENITENTIARY--DANNY.

I DIDN'T DO IT.

I DIDN'T OFF THE PAWNBROKER, MAN. STRAIGHT TIME OR HARD TIME, I DON'T SIGN FOR NOTHIN' I DIDN'T DO.

SURE, WE TOOK THE PLACE DOWN FOR WHAT WE COULD GET ONCE THE RIOT STARTED,* BUT DIG--

--WE HAD NO REASON TO KILL HIM. WE WOULDA GOT WHAT WE WANTED ANYWAY.

*AGAIN LAST ISH --DANNY.

UH-SERGEANT, THIS IS GETTING US NOWHERE. MY CLIENT IS NOT PREPARED TO EITHER CONFESS OR PLEA-BARGAIN AT THIS POINT. AND SINCE YOUR MURDER CASE AGAINST HIM IS HANGING ON BY A THREAD, I THINK WE HAVE A REASONABLY SOLID POSITION...

REAL SOLID, CHIP.

MORE SOLID THAN HE KNOWS. THE BOY ISN'T LYING. I'VE BEEN MONITORING HIS PULSE RATE WITH MY HYPERSENSITIVE HEARING SINCE I ARRIVED THIS MORNING.

WHATEVER OTHER CRIMES THIS YOUNG MAN MAY HAVE COMMITTED, THE PAWNBROKER'S MURDER WASN'T ONE OF THEM.

BLAST.

YOU GOT THE WRONG DUDE, MAN. I *AM* INNOCENT.

YOU'RE BREAKIN' MY HEART, KID. ROSCOE, GET HIM OUTTA HERE.

WELL, MATT MURDOCK--HOT SHOT BIG DEAL LAWYER--HOW'S THIS LOOK...

...UH... I MEAN...

IT'S OKAY, CHIP. YOU CAN STILL LOOK AT THINGS WHEN YOU'RE *BLIND*... IT'S JUST A DIFFERENT PERSPECTIVE. AS FOR YOUR QUESTION...

...I BELIEVE HIM. MUCH AS I WISH I DIDN'T. HE WAS SUPPOSED TO GET MY CLIENT OFF.

YOU SEE, MY CLIENT'S UP ON THE SAME CHARGE. I THINK HE'S INNOCENT, TOO.

YEAH, YEAH. EVERYBODY'S INNOCENT. NOBODY DID NOTHIN'.

MEANWHILE THAT PAWNBROKER'S DEAD. WHO DO I SEE ABOUT THAT?

LOOK, MATT--THIS ISN'T LIKE WHEN WE WERE IN LAW SCHOOL TOGETHER. WE NEVER LOST ONE, REMEMBER?

DON'T GIVE UP YET, CHIP. I'M NOT.

LIFE IN THE REAL WORLD IS JUST A BIT TOUGHER. I THINK OUR CLIENTS ARE GOING TO BE CELL-MATES.

HOW GOES IT, MATTHEW?

THAT BAD, EH?

MY PAPER WANTS TO DUMP THIS STORY SOMEWHERE ON PAGE 118 AND SEND ME OFF TO COVER THE WOMEN'S MUD WRESTLING FINALS IN BAYONNE!

WHAT DID YOU TELL THEM, BEN?

"LET'S SEE IF I'VE GOT THIS STRAIGHT, MATT. THAT BLACK-OUT TWO NIGHTS AGO TOUCHED OFF A MINI-RIOT AT A LOCAL PAWN SHOP. SPIDER-MAN INTERVENED...

"... TOO LATE TO PROTECT THE PAWN-BROKER FROM A BULLET FIRED BY SOME-ONE HIDDEN WITHIN THE CROWD. BASED ON SOME CIRCUM-STANTIAL EVIDENCE, YOUR CLIENT, ONE JUAN SANTIAGO, WAS PICKED OUT OF THAT CROWD...

"... AND CHARGED WITH THE CRIME. YOU YOURSELF WERE PRESSED INTO DE-FENDING THE YOUNG MAN. THE COPS HAD CIRCUMSTANTIAL EVIDENCE... AND LOTS OF "EYE-WITNESS" TESTIMONY...

"...WHICH THE KID AND HIS FAMILY ALL CLAIM WAS FALSE!

NOTHIN'. I CALLED IN SICK. OLD NEWSHOUNDS LIKE ME ARE A BIT OUTDATED PERHAPS, BUT WHEN WE STUMBLE ONTO A STORY WE STICK WITH IT.

CASE IN POINT: LOOK HOW LONG IT TOOK ME TO DISCOVER YOU WERE "THE MAN WITHOUT FEAR". BUT I DID IT.*

KEEP IT DOWN, WILL YOU, BEN?

THERE'S NOBODY AROUND. BUT YOU ALREADY KNOW THAT, DON'T YOU?

*SOME TIME AGO, REPORTER BEN ULRICH DISCOVERED THAT MATT IS DAREDEVIL--DANNY.

"YOU ENLISTED THE AID OF YOUR EX-GIRL-FRIEND NATASHA ROMANOVA--A/K/A THE BLACK WIDOW--TO TRACK DOWN THE STREET GANG THAT WAS THE PRIMARY CATALYST IN THE PAWN-SHOP LOOTING AND THAT YOUR CLIENT CLAIMED WAS BEHIND ALL THIS FALSE TESTIMONY.

"AT THIS POINT, ENTER OUR BOY HOWARD 'COOL BREEZE' McNEAL--OWNER OF THE ALLEGED MURDER WEAPON.

"A BRIEF KIDNAP-PING/CHASE, AND McNEAL WAS BROUGHT IN."

RIGHT. THE TROUBLE IS, McNEAL'S GUN DIDN'T CHECK OUT. WE CAN'T PIN THE PAWN SHOP MURDER ON HIM.

"CAN'T" OR "WON'T"?

COFFEE...?

I'VE A FEELING YOU KNOW THE BOY IS INNOCENT--JUST AS YOU KNOW YOUR CLIENT IS INNOCENT. YOU COULD PROBABLY FIND A WAY TO PIN THIS RAP ON EITHER OF THEM IF YOU WANTED TO.

BUT YOU WON'T BE SATISFIED UNTIL YOU FIND... MATTHEW...?

I HATE IT WHEN HE DOES THAT.

SOMETIMES I CAN'T STAND BEN URICH.

I HATE PEOPLE WHO SEEM TO HAVE THE ABILITY TO LOOK RIGHT THROUGH ME... SEE WHO I AM... HOW I FEEL.

I CAN'T FOOL HIM LIKE I FOOL EVERYONE ELSE. I CAN'T THROW HIM OFF BY BEING DISTANT OR MYSTERIOUS...

THE MAN JUST TAKES ONE LOOK AT ME AND PINS MY SOUL TO THE WALL. I LOVE YOU, BEN.

AND I HATE YOUR GUTS.

YOU KNOW WHAT'S BUGGING ME. I'VE LIVED MY LIFE--AS DAREDEVIL AND MATT MURDOCK--FIGHTING FOR JUSTICE ...AND HERE IT IS, SLIPPING THROUGH MY FINGERS!

MY CLIENT, JUAN SANTIAGO, ISN'T THE KILLER, I'M POSITIVE OF THAT. UNFORTUNATELY, NEITHER IS "COOL BREEZE." THE TROUBLE IS, IF JUAN DIDN'T DO IT, AND IF "COOL" DIDN'T...

...THEN THERE'S A MURDERER STILL RUNNING AROUND LOOSE.

AND I HATE THAT.

I'M CONVINCED THAT THOSE GANG MEMBERS KNOW A LOT MORE THAN THEY'RE TELLING. IF I'M LUCKY, THEY MIGHT BE BACK AT THEIR HEAD-QUARTERS, PUTTING THE PIECES BACK TOGETHER AFTER THE WIDOW AND SPIDEY TRASHED IT.

AND WHERE IS SPIDER-MAN, ANYWAY? HE TOOK SUCH AN ACTIVE INTEREST IN THIS CASE--AND THEN DISAPPEARED!

COULD HIS DISAPPEARANCE BE CONNECTED TO THAT OF ALL THE OTHER HEROES WHO HAVE TURNED UP MISSING...? STRANGE THINGS ARE BREWING*...

BUT NOW I'VE GOT TO GET TO THAT GANG'S HQ... ACCORDING TO NATASHA I SHOULD BE GETTING CLOSE...

*TO FIND OUT JUST HOW STRANGE, SEE **MARVEL SUPER HEROES SECRET WARS** LIMITED SERIES, ISSUES # 1 & 2 ON SALE NOW--DANNY.

MEANWHILE, AT ZELNICK'S PAWN SHOP, THE SITE OF THE MURDER...

YOU'RE NUTS, 'TASHA. THIS JOINT... THIS NEIGHBORHOOD AIN'T YOUR STYLE. YOU'RE MUCH TOO CLASSY A DAME...

IVAN...

...YOU KNOW WHY I'M HERE. MATT'S CASE WILL GO DOWN THE DRAIN UNLESS WE CAN FIND THE REAL KILLER.

I DON'T SEE WHY YOU GOTTA BE INVOLVED. WHY DON'TCHA LET SOMEBODY ELSE COME DOWN HERE AND CHECK THIS DUMP OUT. LIKE, THE MARINES.

IVAN, I'M MATT'S... FRIEND.

WHAT ARE FRIENDS FOR...?

HELLO AGAIN, BOYS.

IMAGINE RUNNING INTO YOU HERE.

IT'S HER! THE WIDOW-CHICK FROM LAST NIGHT!

BE COOL, MAN. SHE'S GOT NOTHIN' ON US.

NY

NOT YET, SONNY, BUT WHEN I FIND THE NEW OWNER, I'M SURE HE'LL WANT YOU BOYS PUT AWAY.

WHERE IS HE? TIED UP IN THE BACK...OR DID YOU SHOOT HIM TOO?

OH MY, NO, MISS... YOU'RE MAKING A MISTAKE...

NY

I'M FRANK ARNOLD, THE NEW OWNER. I BOUGHT THIS PAWN SHOP AND WHAT WAS LEFT OF ITS INVENTORY FROM MR. ZELNICK'S -- THE PREVIOUS OWNER'S-- WIDOW.

THESE BOYS ARE MERELY HELPING ME... UMMM ...UNPACK.

DO YOU ALWAYS EMPLOY GANGSTERS, MR. ARNOLD?

WELL, MISS, SOMEBODY'S GOT TO HELP THESE DISADVANTAGED KIDS. IF WE DON'T GIVE THEM A CHANCE TO TURN THEIR LIVES AROUND, WHO WILL?

I'M JUST DOING MY PART. SORT OF A COMMUNITY THING, YOU UNDERSTAND.

I UNDERSTAND THAT A MAN IS DEAD, MR. ARNOLD. AN INNOCENT YOUNG MAN WILL PAY FOR THAT CRIME UNLESS I CAN PRODUCE THE REAL KILLER...

...WHO I'M BETTING IS ONE OF YOUR "DISADVANTAGED KIDS!"

YOU CONTINUE YOUR COMMUNITY SERVICE, MR. ARNOLD. WHILE YOU'RE AT IT, TRY SLEEPING AT NIGHT...

...WHILE AN INNOCENT BOY ROTS IN PRISON.

MR. ARNOLD--

SHHH.

LATER.

BLAST IT, 'TASHA, LET'S GET THE HECK OUTTA HERE!

THEM GOONS OVER THERE ARE STARTING TO LOOK AT YOU FUNNY. I DON'T LIKE IT.

ARNOLD KNOWS WHO THE KILLER IS.

BUT... HOW TO MAKE HIM TALK...

MEANWHILE, AT THE GANG'S HANGOUT...

YOU BOYS REALLY DISAPPOINT ME.

THE BLACK WIDOW LED ME TO BELIEVE YOU GUYS WERE SO MUCH TOUGHER. I'M GOING TO HAVE TO SPEAK TO HER ABOUT THIS.

YOU GUYS ARE SLOPPY...

...ILL-PREPARED...

...NO PLAN...

...NO SKILL...

...AND YOU FOLD EASILY.

I'M UNIMPRESSED.

C'MON, GUYS...

SHOW ME HOW BAD YOU ARE.

PRETEND I'M ONE OF THOSE OLD LADIES YOU ROLL FOR THEIR SOCIAL SECURITY CHECKS...

...OR THE HELPLESS YOUNG GIRLS YOU DRAG OFF TO SECLUDED ALLEYWAYS.

C'MON!!

POINT ME TOWARDS THE BRAVE ONE OF YOU WHO BLEW AWAY ZELNICK THE PAWN-BROKER, AND LET AN INNOCENT KID TAKE THE BLAME FOR IT.

AH... JUST WHAT I WAS LOOKING FOR. A VOLUNTEER.

SING TO ME.

SURE, MAN. ANYTHING YOU SAY...

THERE IS A GYM ON THE 62nd FLOOR OF THIS BUILDING. IT SERVES BUT ONE PURPOSE...

...TO MAKE ONE OF THE WORLD'S MOST DEADLY MEN ALL THE MORE DEADLY.

WILSON FISK, THE UNDISPUTED KINGPIN OF CRIME, IS 6 FEET, 500 LBS OF SOLID MUSCLE.

HE CONTROLS ALL UNDERWORLD ACTIVITY ON THE EAST COAST.

AR-RANGER--YOU MAY BEGIN YOUR REPORT ONCE THE EXCERCISE BEGINS.

UH... YES SIR.

GENTLEMEN...

BUSINESS HAS BEEN EXEMPLARY IN ALL SECTORS REPORTING. FOR REASONS NO ONE CAN SEEM TO EXPLAIN...

...OPERATIONS INTERFERENCE BY COSTUMED ADVENTURERS SEEMS TO BE AT AN ALL-TIME LOW. IT'S AS IF ALMOST ALL OF THEM HAVE DISAPPEARED OFF THE FACE OF THE EARTH.

ALMOST ALL...?

WELL, YES... WE'VE BEEN EXPERIENCING A SMALL SETBACK IN ONE OF OUR LOWER EAST SIDE FRANCHISES. SOMETHING TO DO WITH, UM... IT'S HERE SOMEWHERE... AH...

DAREDEVIL.

KRAK

THAT WAS UNFORTUNATE. I'VE NEVER INJURED A MAN IN MY WORKOUTS BEFORE.

PLEASE SEE TO IT THAT HE IS WELL TAKEN CARE OF, AND PAY HIM DOUBLE RATE FOR THE TIME HE MUST NOW SPEND AT HOME HEALING.

THEN MEET ME IN MY OFFICE. I WISH TO BE FULLY BRIEFED ON THIS "SMALL SETBACK."

YOU LIED TO ME, JUAN.

YOU'RE A THIEF. A MUGGER. PART OF THE SAME LOWLIFE GANG WHO SHOT ZELNECK.

YOU WERE HOLDING OUT THE GANG'S PERCENTAGE... GIVING THEM GRIEF. THEY SET YOU UP FOR THE MURDER CHARGE TO GET YOU OUT OF THEIR HAIR.

DID THEY TELL DAREDEVIL WHO SHOT THE DUDE?

NO.

Y' KNOW SOMETHING MATTY BOY...

LIFE IS FREAKED UP, Y'KNOW? SORTA LIKE THIS HOUSE OF CARDS. YOU TAKE TIME AND A WHOLE LOT OF PATIENCE, PUT YOUR NUT TOGETHER, RIGHT?

THEN THE JUNK STARTS. AND LIFE GETS TOUGH. SO YOU MAKE YOUR MOVE, YOU FIGURE OUT YOUR ANGLES...

THEN SOME SMART-BEHIND BLIND MAN COMES ALONG...

...AND TEARS IT ALL DOWN.

ZELNICK WAS YOUR FENCE, WAS'T HE? YOU AND YOUR GANG RIPPED OFF YOUR NEIGHBORS AND SOLD THE STUFF TO HIM.

SO, OKAY, I WASN'T A BOY SCOUT. YEAH, WE DID A FEW STICK-UPS. BUT I DIDN'T OFF ZELNICK.

I KNOW.

WELL IN THAT CASE, START DOIN' YOUR JOB AND MINDIN' YOUR BUSINESS.

LATER, AT MATT MURDOCKS MIDTOWN TOWN HOUSE...

THAT'S WHAT HE TOLD ME. DO MY JOB AND MIND MY BUSINESS.

I WANTED TO QUIT.

THEN DO IT. LET JUAN HANG HIMSELF WITH HIS OWN ROPE. THAT BOY NEEDS TO BE OFF THE STREETS, MATT.

JUST PLEA BARGAIN DOWN THE MURDER CHARGE AND LET YOUR WONDERFUL AMERICAN JUDICIAL SYSTEM DO THE REST.

THAT'S NOT MY STYLE. I WANT TO SEE JUSTICE DONE, AND MY CLIENT PROTECTED.

EVEN THOUGH HE'S A MUGGER?

MUGGERS HAVE RIGHTS, TOO, NATASHA--

NOT IN RUSSIA, MR. MURDOCK. SOMETIMES I THINK YOUR AMERICAN FREEDOM IS TAKEN TO A RIDICULOUS EXTREME.

MAYBE.

WELL, SINCE YOU'RE SO DETERMINED... I THINK I CAN HELP SOLVE YOUR MYSTERY.

THERE'S A MR. FRANK ARNOLD INVOLVED IN ALL THIS. I'M SURE HE KNOWS WHO KILLED THE PAWNBROKER.

HUH? YOU DIDN'T SAY--

YOU DIDN'T ASK.

CENTRAL PARK...

IS WE *ON* YET?

ONE MORE MOMENT, MR. WILKINS. LOOK INTO THE CAMERA...

OKAY, ROLL 'EM.

THIS IS *SHEENA ROGERS*, CHANNEL 8 ON-THE-SPOT NEWS, WITH A LIVE REPORT FROM CENTRAL PARK. MINUTES AGO, *SPIDER-MAN*, ALONG WITH MEMBERS OF THE *AVENGERS*, AND MOST OF THE REST OF THE MISSING SUPER HEROES, EMERGED FROM A STRANGE ALIEN STRUCTURE WHICH TEMPORARILY APPEARED IN THE AREA BEHIND ME.

MR. *AINSLEY WILKINS*, HERE, WITNESSED IT ALL...

YEAH, I SEEN IT. IT WAS LUNCH TIME, SO I COME ON DOWN TO THE PARK--ME AN' CHARLIE PLAY CARDS MOST EVERY DAY--AND I KNOWED CHARLIE'D BE LATE. HE'S ALWAYS LATE.

SO I WANDERED ON DOWN TO TAKE A LOOK SEE AT THE SPOT WHERE THIS SPACE THING FIRST SHOWED UP. NEXT THING I KNEW...

"...THE SPACE THING *REAPPEARED!*

"IT WAS GLOWIN' AND HUMMIN' AND SUDDENLY...

HANG ON, DOC CONNERS!

I THINK WE'RE GOING TO MAKE IT THIS TIME!

WE DID IT! WE *REALLY* DID IT!

WE GOT THROUGH!

"'COURSE I GAVE HIM A *HARD TIME*. I DON'T LET JUST ANYBODY SWIG OUTTA MY THERMOS...

S-SURE...HELP YOURSELVES!

TAKE A BIG GULP, DOC. YOU'LL FEEL BETTER.

"THAT SPIDER FELLA TRIED TO *SPOOK* ME BUT I STOOD MY GROUND...

YA-YA-*HOO!* WE'RE BACK!! WE'RE BACK!!

"THEN HE ASKED ME FOR A SWIG FROM MY THERMOS.

... AND THEN HE TOOK OFF AND THEM AVENGER-PEOPLE SHOWED UP--

I'M SORRY, MR. WILKINS, BUT WE'RE OUT OF TIME. BACK TO YOU IN THE STUDIO, ROGER...

WHAT IS IT, SPIDER-MAN? WHAT ARE YOU LOOKING FOR UP THERE?

MY NEW JACKET AND SHOES MUST HAVE FALLEN TO THE GROUND WHEN MY WEB-BALL EVAPORATED! THEY'RE *GONE*--AND SOME BIRD CONVERTED THE REST OF MY CLOTHES INTO THE SUPER-STRUCTURE FOR HIS NEW NEST!

MY CLOTHES!

I HID MY CIVIES IN ONE OF THESE TREES... JUST MINUTES BEFORE I GOT WHISKED AWAY TO THAT OTHER GALAXY.

UGGG WHAT A MESS! I'LL NEVER BE ABLE TO WEAR THEM AGAIN!

WELL, AT LEAST MY WALLET AND KEYS WERE STILL THERE. THAT MEANS NOT ONLY CAN I GET BACK INTO MY APARTMENT, BUT I CAN PAY ALL THE BILLS THAT ARE PROBABLY STUFFED UNDER THE DOOR!

BUT FIRST I'VE GOT TO GET YOU HOME BEFORE SOME OVER-ANXIOUS SHUTTERBUG SNAPS YOUR PICTURE. REMEMBER... WE CAN'T TELL ANYONE WHAT'S HAPPENED TO US!

NOT TO WORRY, SPIDER-MAN. I REALLY DON'T THINK ANYONE WOULD BELIEVE ME ANYWAY. *

* FOR A FULLER ACCOUNT OF SPIDER AND THE DOC'S RETURN, SEE AMAZING SPIDER-MAN #252. AND TO FIND OUT MORE ABOUT WHERE THEY'VE BEEN, DON'T MISS AN ISSUE OF MARVEL SUPER HEROES SECRET WARS
-- DANNY.

THE NEXT DAY...

♪ OH... I'M LOOKING OVER... MY DEAD DOG ROVER... ♪

♪ ...IT'S KNOWING THAT YOUR DOOR IS ALWAYS OPEN AND YOUR FURNITURE IS GONE... ♪

CONCRETE! SMOG! JAMESON! I LOVE IT!

I NEVER THOUGHT I'D APPRECIATE MY LITTLE CORNER OF THE WORLD-- BE IT EVER SO CRUMMY.

♪ YOU... LIGHT UP MY WIFE... ♪

BEN URICH! WHAT'S SHAKIN', PAUDNUH?

LIFE IS GREAT, AIN'T IT?

WELL! IF IT ISN'T PETER PARKER, THE DAILY BUGLE'S ACE PHOTOG AND GOD'S GIFT TO THE NIKKON. WHERE'VE YOU BEEN?

ON A PLANET IN A FAR DISTANT GALAXY FIGHTING FOR THE SALVATION OF THE UNIVERSE.

UH-HUH.

WELL, JOIN ME IN A CUP OF JAVA. I NEED A DISTRACTION FROM THE BAYONNE MUD-WRESTLERS.

YOU REMEMBER THE SANTIAGO KID--THE ONE UP ON A MURDER ONE RAP?

YEAH, I SHOT SOME PIX OF HIM. DIDN'T SPIDER-MAN FIND THE REAL KILLER AND GET SANTIAGO OFF?

NOPE. TURNS OUT THE OTHER GUY WAS CLEAN. IT'S BACK TO SQUARE ONE WITH THE SANTIAGO KID. WHAT NAGS ME IS I'M SURE HE DIDN'T...

...PETE...?

I REALLY, REALLY HATE THAT.

DUMB. DUMB. DUMB.

I THOUGHT THIS MESS WAS ALL CLEARED UP BEFORE I WAS "ZAPPED" INTO NEVER-NEVER LAND.* THEY'RE STILL GOING TO LOCK UP AN INNOCENT KID.

*LAST ISH--DANNY.

WELL, I CAN'T LET THAT HAPPEN.

I'M HIDDEN IN THIS CORNER OF THE ROOF. NOW, LET'S SEE IF I REMEMBER HOW TO DO THIS...

IF I JUST CONCENTRATE HARD ENOUGH...

YEAH, MY STREET CLOTHES TAKE ON THEIR OWN SECRET IDENTITY. NOW SAY HELLO TO THE ALL-NEW, ALL-DIFFERENT...

SPIDER-MAN!

HOO-BOY. AM I IMPRESSED.

THIS SUIT IS GREAT.

I MEAN, THE STYLING WON'T KEEP BILL BLASS UP AT NIGHT, BUT IT'S REEAALLLL FUNCTIONAL!

IMAGINE... NO MORE LEAVING MY STREET CLOTHES BALLED UP IN AN ALLEY SOMEWHERE.

IT FITS BETTER AND IS MORE DURABLE THEN MY OLD THREADS...

...AND THE NEW WEB-SHOOTERS ARE SIMPLY TOUGH.

HOT DANG! THIS IS IT... THE BIG TIME!

MAYBE, AFTER I WRAP UP THIS MESS WITH THAT SANTIAGO KID, I SHOULD ROLL UP THE REST OF MY OLD SPIDEY OUTFITS...

...AND DRIBBLE THEM INTO THE NEAREST GOODWILL DEPOSIT BOX.

THAT WAY, UNDERPRIVILEGED KIDS WORLDWIDE CAN SLIP INTO ONE OF MY OLD OUTFITS, AND BE INSTANTLY PERSECUTED BY OLD PUBLISHERS WITH CREW CUTS.

AND IN THIS CASE, MAYBE OL' JAMESON WOULD BE JUSTIFIED, IF I'D BEEN MORE ALERT...

...ZELNICK MIGHT NOT BE DEAD TO BEGIN WITH.

MEANWHILE, AT THE LAW OFFICES OF NELSON AND MURDOCK...

SO, MR. WAGNER GOT HIMSELF A NEW LAWYER, HUH?

I'M SORRY, FOGGY BUT MR. WAGNER SAID HE COULDN'T WAIT ANY LONGER, AND MATT'S DISAPPEARED AGAIN, WORKING ON THE SANTIAGO CASE. NOBODY CAN FIND HIM.

C'MON, BECKY HOW MANY GUYS DOES IT TAKE TO FIND ONE BLIND MAN?

LEMME GUESS-- FIVE!

ONE TO LEAD HIM AWAY, AND FOUR TO CONFUSE HIS DOG!

...WHO ARE YOU?

C'MON... YOU MUST HAVE SEEN ME BEFORE!

ACE CRIME FIGHTER!

IDOL OF MILLIONS!

WELL... MAYBE THOUSANDS...

NAME STARTS WITH AN "S"...

LISTEN, MISTER, WE DON'T WANT ANY TROUBLE...

C'MON, NELSON, DON'T PLAY DUMB! WHO ELSE CAN STICK TO WALLS LIKE THIS?

UH... THE BLACK WIDOW... THE FLY... THE BEETLE...

ARRRGH.

FOGGY... I THINK IT'S SPIDER-MAN...

...IN A SILLY OUTFIT...

GIVE THE LADY A BISCUIT.

I'M HERE TO SEE YOUR BOSS, BUT I TAKE IT HE'S DONE A FADE-OUT ON YOU.

MY... PARTNER... IS BUSY WITH A CASE...

YES... THE SANTIAGO MURDER THING. I WAS IN ON THAT. I WAS HOPING WE COULD COMPARE NOTES.

BUT SINCE MURDOCK'S NOT HERE, I'LL JUST HAVE TO HANDLE IT ON MY OWN.

IF YOU FIND MATT ALONG THE WAY, REMIND HIM THAT HE'S GOT ONE OR TWO PAYING CLIENTS, TOO. Y'KNOW... E.T. PHONE HOME.

GREAT. NO MURDOCK. NO CHANCE TO GET A QUICKIE BRIEFING ON WHAT WENT WRONG WITH HIS CASE.

I NEED A CLUE... A HINT. ANYTHING AT ALL TO GIVE ME SOME DIRECTION TO GO IN.

GUESS I'LL CHECK OUT THAT GOON'S HIDEOUT. SEE IF ANYONE WANTS TO CHIT-CHAT.

HMMMPH. SHE CALLED MY NEW OUTFIT "SILLY-LOOKING". SISTER, THAT HAIR-DOO OF YOURS GAVE ME A REAL CHARGE, TOO.

MEANWHILE...

NATASHA...HOW CAN YOU BE SURE THIS ARNOLD GUY KNOWS SOMETHING?

MAGIC.

COME AGAIN?

I DIDN'T SURVIVE AS A SPY ALL THESE YEARS BY *NOT* BEING ABLE TO READ PEOPLE. THERE'S SOMETHING ABOUT A MAN WHO SQUIRMS LIKE THAT...

DAREDEVIL! DOWN HERE!

WHO IS THAT MAN?

HE'S CALLED THE ARRANGER. HE'S ONE OF THE KINGPIN'S MEN.

MR. FISK WISHES ME TO PRESENT YOU WITH A PROPOSITION.

YOU MAKE DEALS WITH THE KINGPIN...?

NATASHA, NOT NOW.

OKAY, ARRANGER. TALK TO ME.

ACROSS TOWN...

VEDDY EENTERESTINK.

NOW, I'VE SEEN CLUES BEFORE.

THIS DEFINITELY FEELS LIKE A CLUE.

THE GANG'S LOADING A LOT OF STUFF FROM THEIR HEADQUARTERS TO TAKE IT SOMEWHERE.

U CARRY

WHAT'S INTERESTING IS THE STUFF THEY'RE PACKING LOOKS AN AWFUL LOT LIKE THE GOODS THAT WERE STOLEN FROM ZELNICK'S PAWN SHOP DURING THAT RIOT.

OF COURSE, I COULD BE WRONG. AND CARY COLEMAN COULD BE A KKK HIGH DRUID!

SOON, A VAN STOPS IN THE ALLEY BEHIND A CERTAIN PAWN SHOP...

OKAY... I MADE A MISTAKE.

I THOUGHT HAVING YOU BOYS STOCK THE SHELVES IN BROAD DAYLIGHT WOULD THROW OFF SUSPICION WHILE YOU FILTERED IN THE STOLEN STUFF.

NO GOOD, MAN. WE HAD DARE-DEVIL BREAK UP OUR CRIB TODAY. WE DON'T WANT NO MORE HASSLES WITH THAT GUY.

WE WANT OUT. WE'RE HANGING UP OUR COLORS.

PAY UP, MR. ARNOLD. WE'RE OUT.

EXCUSE ME, MR. ARNOLD...

UH-OH. COMPANY.

MY SPIDER-SENSE READS IT AS *BAD* COMPANY!

JACK ZELNICK WAS ONE OF THE KINGPIN'S KEY MEN IN THIS AREA. HE'S FOUND OUT YOU'RE THE GUY WHO POPPED HIM.

MR. ARNOLD...

M-ME...? K-KILL ZELNICK?/? YOU... YOU GOT NO EVIDENCE...

THE KINGPIN...

...HE DON'T NEED NO EVIDENCE.

ZELNICK WAS OUR KEY FENCE DOWN HERE. HE MOVED A LOTTA MERCHANDISE FOR A LOTTA PEOPLE.

I BOUGHT A LAMP FOR MY MA FROM HIM ONCE.

YOU WANTED IN. TRIED TO BUY IN A COUPLA TIMES. THE KINGPIN'S GOT RECORDS.

ZELNICK WOULDN'T SELL, SO YOU OFFED HIM.

N-NO...

OKAY... OKAY I ADMIT IT... I KILLED HIM. HE WOULDN'T SELL. WE... WE WOULD'VE BEEN PARTNERS... I NEVER WANTED HIM TO DIE...

THE NIGHT OF THE RIOT, I WAS DRINKING ... I DON'T KNOW WHERE I GOT THE GUN...

PLEASE... PLEASE DON'T KILL ME. I'LL DO ANYTHING...

GLAD YOU SAID THAT...

SORRY FELLA, BUT YOU'RE STANDING IN A "NO BLOWING AWAY" ZONE.

NOW GO HOME AND WRITE "I MUST NOT IMPERSONATE HUMPHREY BOGART" 1,000 TIMES.

SPIDER-MAN?!? HE WASN'T PART OF THE DEAL! WASTE HIM!

AT LAST! SOMEONE RECOGNIZED ME RIGHT OFF!

WHO SAYS THUGS HAVE NO REDEEMING SOCIAL VALUE?

HEY, ARNOLD! WAS IT SOMETHING I SAID? WAIT UP!

HOLD IT, SPIDER-MAN!

HEY! DAREDEVIL --ALL RIGHT! LET'S THE TWO OF US TAKE THESE JOKERS!

BACK-OFF, WEB-SLINGER.

THESE MEN ARE UNDER MY PROTECTION.

THESE MEN--THE KINGPIN'S MEN--WERE ABOUT TO SHOOT ARNOLD. I SUPPOSE THAT'S OKAY WITH YOU, TOO?

YOU'RE RUINING EVERYTHING.

AND YOU'RE ACTING STRANGE, PAL.

I THINK YOU NEED YOUR HORNS ROTATED.

IF YOU WON'T HELP ME, I'LL TAKE THESE JOKERS MYSELF. FIRST, THE KINGPIN'S MEN...

GOT TO RUN... GOT TO GET AWAY...

YOU CANNOT RUN FAST ENOUGH, FRANK ARNOLD.

YOU HAVE A CRIME TO PAY FOR.

NO!

I... I STILL HAVE MY GUN...

IT WON'T DO YOU ANY GOOD. YOU CAN HAND IT TO ME, OR I WILL TAKE IT FROM YOU.

LIKEWISE, YOU CAN COME WITH ME TO JAIL, OR YOU CAN STAY... AND DEAL WITH THE KINGPIN'S WRATH.

YOUR MOVE.

MEANWHILE...

10 SECONDS TO EXPLAIN, HORNHEAD, THEN I SHAKE HANDS WITH YOUR FACE.

ARNOLD WOULD NEVER HAVE CONFESSED WITHOUT THE KINGPIN'S INFLUENCE. NOW HE HAS. SANTIAGO GETS JUSTICE. THE KINGPIN GETS EVEN WITH ARNOLD. THAT WAS THE DEAL I MADE WITH THE KINGPIN...

DEAL? YOU MADE A...?

I DON'T KNOW ABOUT YOU, D.D. FOR A GUY AS STRAIGHT AS YOU, THAT WAS A REAL STRANGE THING TO DO IN THE NAME OF JUSTICE.

I GUESS YOU FELT YOU DIDN'T HAVE MUCH CHOICE, BUT GOING TO THE KINGPIN...?

WE'RE SUPPOSED TO BE THE GOOD GUYS, REMEMBER?

MORNING.

CASE DISMISSED.

HEY! HEY, MAN! YOU DID IT! YOU GOT ME OFF!

IN COURT, JUAN...

...BUT ON THE STREET, YOU'RE STILL ON YOUR OWN. YOUR EX-GANG WILL STILL BE AFTER YOUR TAIL.

YOU'D PROBABLY BE SAFER IN JAIL.

HEY MAN, YOU'RE MY LAWYER. YOU'VE GOT TO HELP ME! YOU'VE *GOT* TO!

SORRY, JUAN. I'M A LAWYER... NOT A BODY-GUARD.

OUTSIDE.

PROUD OF YOURSELF?

NO. I MADE SOME UN-PLEASANT COMPROMISES TO SEE SOME IMPERFECT JUSTICE DONE. I DON'T FEEL VERY GOOD ABOUT IT.

EVERYTHING WORKED OUT. DOESN'T THAT MAKE IT ALL RIGHT? WHY THE SUDDEN RUSH OF MORALITY?

SOMETHING SPIDER-MAN SAID TO ME LAST NIGHT...

WELL, ALL'S WELL THAT...

I HATE CLICHES.

...SOMETHING ABOUT JUSTICE. I'VE GOT A LOT OF THINKING TO DO.

BUT I DO LOVE IT WHEN THINGS FALL INTO PLACE. ARNOLD GOES TO JAIL... THE KID GETS SPRUNG...

...THE SUN IS SHINING AND THE BIRDS ARE SINGING...

...I WONDER WHY HE NEVER SAID ANYTHING ABOUT MY NEW SUIT...?

MAYBE I WAS A LITTLE HARD ON DAREDEVIL. WE'RE BOTH ON THE SAME SIDE. BUT... GEE...

NEXT: *SPIDER-MAN AND CAPTAIN MARVEL!*

MARVEL®

© 1984 MARVEL COMICS GROUP

TM

60¢
90
MAY
02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

SHE'S THE *BLACK CAT.* SHE'S SEARCHING FOR *SPIDER-MAN...*

WHAT SHE FINDS COULD SPELL THE *END* OF THE WEB-SLINGER'S CAREER!!

THIS IS FELICIA HARDY, BETTER KNOWN -- PERHAPS EVEN TO HERSELF -- AS THE **BLACK CAT.**

USUALLY SHE FEELS AT HOME IN THE NIGHT, SAFE IN THE DARKNESS, SECURE IN THE MOON'S SILVER LIGHT.

BUT NOT TONIGHT.

TONIGHT SHE FEELS A CHILL THAT IS MORE THAN THE COOL EVENING AIR, IT IS THE STIRRING OF TERROR.

SHE FLEES THE MOON'S HARSH GLARE, FLEES THAT BLOATED ORB WHICH TONIGHT, OF ALL NIGHTS, SEEMS TO TAKE UPON ITSELF THE ASPECT OF... THE **KINGPIN.**

TONIGHT, SHE IS AFRAID.

WHERE, OH WHERE HAS MY SPIDER-MAN GONE...?

PRESENTED BY:	WRITTEN AND PENCILED BY:	FINISHES BY:	LETTERED BY:	COLORED BY:	EDITED BY:	CHIEFED BY:
STAN LEE	AL MILGROM	JIM MOONEY	JOE ROSEN	BOB SHAREN	DANNY FINGEROTH	JIM SHOOTER

I SHOULDN'T HAVE DONE IT! I NEVER SHOULD HAVE TRIED TO FIND A WAY TO GET SUPER-POWERS.

BUT I *HAD* TO DO IT-- FOR MY LOVER, MY SPIDER-MAN!

"OH, MY ACROBATIC ABILITY AND FIGHTING SKILLS WERE GOOD ENOUGH WHEN WE FOUGHT *ORDINARY FOES*--

"-- BUT I NEARLY GOT MYSELF KILLED WHEN I WENT UP AGAINST DOCTOR OCTOPUS AND THE OWL.

"WHEN I TRIED TO HELP SPIDER AGAINST THE HOBGOBLIN, I JUST GOT IN THE WAY!

"AND WHEN I TRIED TO BATTLE THE BESTIAL *MR. HYDE*, I BECAME MORE OF A LIABILITY THAN EVER.

"IN TRYING TO RESCUE ME, MY SPIDER-LOVER LEFT HIMSELF OPEN TO HYDE'S VICIOUS ASSAULT. HE WAS ALMOST KILLED!

"SPIDER HAD WARNED ME NOT TO INTERFERE, WARNED ME I WASN'T STRONG ENOUGH! HE BLAMED *ME* FOR HIS NEAR-DEATH.*

"I FLED FROM HIM, VOWING I WOULD *FIND* A WAY TO GET THE POWER I NEEDED TO SHARE HIS LIFE.

*THE CAT'S OWN GUILT-RIDDEN INTERPRETATION OF RECENT EVENTS-- DANNY.

"BUT MY SEARCH SEEMED TO BE IN VAIN, UNTIL A DISGUISED VOICE FROM A MYSTERIOUS LIMOUSINE OFFERED TO HELP ME...IN RETURN FOR UNNAMED SERVICES. I FIGURED I COULD DEAL WITH *THAT* LATER.

"I WAS SENT TO A LABORATORY WHERE SCIENTISTS EXAMINED ME...

"...IRRADIATED ME...

"...INJECTED ME...

"...AND, FINALLY, TESTED ME!

"I PASSED WITH FLYING COLORS.

"THE TREATMENTS HAD BEEN SUCCESSFUL. THEY HAD GRANTED ME POWERS MOST FITTING FOR THE BLACK CAT...INCREASED STRENGTH AND AGILITY AND--BEST OF ALL--THE POWER TO CAUSE BAD LUCK TO BEFALL ANY WHO ATTACKED ME.

"AT LAST I COULD FIGHT AT MY LOVER'S SIDE, HIS EQUAL, HIS MATE IN EVERY WAY. I WAS OVERJOYED...

"...UNTIL I LEARNED WHO MY MYSTERIOUS BENEFACTOR WAS...

"IT WAS THE KINGPIN OF CRIME, THE SINGLE MOST POWERFUL MAN IN ALL OF THE EAST COAST'S UNDERWORLD--AND SWORN ENEMY OF SPIDER-MAN!

"WE STRUCK A BARGAIN."

HE PROMISED I WOULDN'T BE FORCED TO USE MY POWERS AGAINST MY LOVER.

BUT IF HE EVER REQUIRES MY SERVICES, I MUST DO WHAT HE COMMANDS.

WHAT SORT OF UNHOLY BARGAIN HAVE I STRUCK? I'M SCARED, SO SCARED THAT EVEN THE NIGHT HOLDS NO COMFORT FOR ME.

IF ONLY I COULD FIND SPIDER...LET HIM HOLD ME IN HIS ARMS... CONFIDE IN HIM...

BUT WHAT IF I DID?!

WOULD HE SYMPATHIZE, OR BE ANGRY WITH ME?

HE DIDN'T WANT ME TO GET INVOLVED IN THESE DANGEROUS ACTIVITIES. WHAT WILL HE SAY WHEN HE LEARNS I WENT TO THE MOST DANGEROUS CRIME LORD OF ALL FOR HELP?

GOT TO CALM DOWN...THINK THIS THING OUT. MY HEART'S RACING... HEAD POUNDING.

MAYBE IF I SLOW IT DOWN, TAKE A WALK, I'LL BE ABLE TO COLLECT MYSELF.

BUT EVEN AS THE BLACK CAT DROPS TO THE PAVEMENT, TO BE ALONE WITH HER THOUGHTS, SHE ATTRACTS COMPANY--

--OF A VERY UNSAVORY KIND.

HEY, MIKEY, I GOT ME A BAD CASE OF THE STRAY CAT BLUES AND THAT SLINKY LI'L NUMBER LOOKS LIKE SHE MIGHT JUST BE THE CURE.

I READ YOU, NICKEY!

THAT GEM CHOKER ON HER FINE LITTLE NECK LOOKS LIKE THE GOODS, TOO. LET'S CHECK IT OUT.

QUIET, NOW.

EASY, NOW, PUSS-IN-BOOTS, COME TO --

BLATZ BEER

--POPPA--

HEY!

BAR

BEER ON TAP

YEEOWWW!

K-RUNCH

OF ALL THE ROTTEN LUCK! MIKEY CAUGHT HIS FOOT IN THE SEWER GRATING.

YEH! NOW THE CAT LADY KNOWS WE'RE ON HER TAIL.

BUT SHE AIN'T SCREAMIN' OR NUTHIN'!

YOU'RE GONNA REGRET THE DAY YOU CROSSED OUR PATH, LADY.

IF ANYONE'S GOING TO BE SORRY--

IT'S GOING TO BE *YOU*, BOYS!

YOW! LOOKIT HER MOVE!

C'MON, ELROY, SHE CAN'T GET AWAY FROM BOTH OF US! LET'S NAIL HER!

RIGHT, DEL!

YOU'RE WELCOME TO *TRY*, BOYS--

KLONK

--BUT YOU'LL HAVE TO MOVE FASTER THAN THAT!

Y'MADE ME HIT ELROY, Y'WITCH! I'LL GET YA FOR THAT! I'LL--

OOPS! STICK SLIPPED OUTTA M'HANDS!

BAR

WHUNK!

R.U.

SLID

BUE.

BLAST THE LUCK! THERE GOES JACKSON.

C'MON, BREWER, PULL YOUR PIECE! WE'RE GONNA WASTE THIS BROAD!

GET HER, MAN!

AH-AH, BOYS! I'M WARNING YOU. YOUR LUCK IS GOING TO GO FROM BAD--

--TO WORSE.

K-CHING

BLAM

YOW! MY GUN FELL APART!

BRRINNGGG

AND THAT FLYING CHUNK OF DEBRIS KNOCKED OUT DEL!

AND WHAT'S WORSE, THE BULLET ACTIVATED THE POLICE ALARM BOX!

I GIVE UP! THAT LADY IS JINXED!

HAHAHAHAH!

BRRINNGG

WELL THAT WAS A PLEASANT DISTRACTION. JUST WHAT I NEEDED TO TAKE MY MIND OFF MY TROUBLES.

THE POWERS THE KINGPIN GAVE ME WORK JUST FINE!

I'VE JUST *GOT* TO TELL SPIDER ABOUT MY NEW ABILITIES. THAT'S THE ONLY WAY HE'LL ALLOW ME TO SHARE IN HIS ADVENTURES--!

MAYBE... MAYBE I JUST WON'T TELL HIM HOW I *GOT* THE POWERS. I WON'T EVEN MENTION THE CONNECTION WITH THE KINGPIN.

THAT'S IT! SPIDER WON'T EVER HAVE TO KNOW WHERE THE POWERS CAME FROM. I'LL JUST TELL HIM THEY WERE LATENT ABILITIES I HAD ALL ALONG.

9

BUT WHAT HAPPENS WHEN THE KINGPIN CALLS IN HIS MARKER--NEEDS ME TO PERFORM SOME TASK FOR HIM AS MY PART OF THE BARGAIN?

I-I GUESS I JUST WON'T TELL SPIDER ABOUT IT. OR...

...OR MAYBE I JUST WON'T DO IT, PERIOD! I MEAN, IT SEEMS LIKE NO ONE CAN HARM ME, NO MATTER HOW HARD THEY TRY.

MAYBE THE KINGPIN WENT TOO FAR-- GAVE ME TOO MUCH POWER.

GAVE ME SO MUCH POWER THAT I NEEDN'T FEAR ANYONE... NOT EVEN HIM!

YEAH! HE'S NOT AS SMART AS HE THINKS! HECK, I STOLE THAT ACTIVATOR GIZMO OFF HIM THAT TIME WITHOUT EVEN BREATHING HARD!*

I'VE GOT TO FIND SPIDER AND TELL HIM-- TELL HIM HE DOESN'T HAVE TO FEAR FOR HIS LOVER'S SAFETY EVER AGAIN!

*SEE PETER PARKER #74 --DANNY.

THE TERROR IS GONE NOW, REPLACED BY THE LIGHT-HEARTED OPTIMISM OF A YOUNG WOMAN IN LOVE.

BUT STILL, THE COLD MOON GLARES.

A SHORT PROWL UPTOWN BRINGS THE BLACK CAT TO...

SPIDER'S APARTMENT! THERE DON'T SEEM TO BE ANY LIGHTS ON--

--BUT THEN, IF I LIVED IN A DUMP LIKE THIS, I WOULDN'T WANT TO SEE MY SURROUNDINGS EITHER.

HONESTLY, I DON'T KNOW WHY HE LIVES HERE. I'M SURE HE COULD DO MUCH BETTER FOR HIMSELF.

WELL, MAYBE WITH A GOOD WOMAN--ME--BEHIND HIM, WE'LL UPGRADE HIS SELF-IMAGE, MAKE HIM A SUCCESS.

I'LL JUST LET MYSELF IN VIA HIS SKYLIGHT. IMAGINE HAVING TO SNEAK IN AND OUT THROUGH THE ***BATHROOM*** OF ALL PLACES!

NO GLAMOR IN THAT!

AH, WELL, I'LL JUST LEAVE MY LOVER A NOTE AND LET HIM KNOW I'VE BEEN HERE LOOKING FOR HIM--

--THEN I'LL TAKE MY LEAVE AND NO ONE WILL BE ANY THE WISER.

I DO ***NOT*** WANT TO GO OUT THROUGH THE THE BATHROOM AGAIN. NO HARM IN LEAVING BY THE DOOR THIS LATE AT NIGHT.

TO MY SPIDER..

OOPS!

ALL RIGHT, GIRLIE, WHAT GOES ON HERE?! I HAPPEN TO KNOW THAT PARKER AIN'T BEEN AROUND HERE FOR DAYS AND HERE I FIND YOU COMIN' OUT OF HIS ROOM.

IF HE'S SHARIN' THE PLACE WITH YOU, HE'S GONNA OWE ME MORE RENT. SAY, WHAT IS THAT MASK YER WEARIN'?

YOU SOME KINDA CROOK OR SOMETHING? OR JUST ONE OF THEM PUNK TYPES? ANSWER ME, GIRL!

SPIDER HAS *GOT* TO MOVE OUT OF THIS BUILDING.

WHY, HIS LANDLADY THINKS OF HIM ONLY AS SOME SORT OF COMMON DRUDGE. WHY DOES HE PUT UP WITH IT?

THE OLD BIDDY *DID* SAY SHE HADN'T SEEN HIM IN SEVERAL DAYS, THOUGH.

MAYBE I CAN GET A LINE ON HIM BY CHECKING IN WITH CAPTAIN JEAN DeWOLFF AT THE POLICE STATION.

AH, THERE'S THE CAPTAIN NOW.

TAP

TAP

EH?! WHO?! BLACK CAT!

GET IN OFF THAT LEDGE BEFORE YOU GET YOURSELF KILLED, FELICIA.

PLEASE, I PREFER TO BE CALLED THE BLACK CAT.

SURE, SURE, WHATEVER YOU SAY, JUST GET INSIDE HERE.

I'M GLAD TO FIND YOU ON DUTY SO LATE.

YES, WELL, WE'VE BEEN WORKING DOUBLE SHIFTS LATELY. SEEMS LIKE EVERY MURDERER, MUGGER AND CAT BURGLAR HAS GONE ON A RAMPAGE THIS WEEK.

WHICH REMINDS ME, HOW ARE YOU ENJOYING YOUR AMNESTY? KEEPING YOUR NOSE CLEAN, I TRUST?

ER..YES. I-I NEVER REALLY GOT A CHANCE TO THANK YOU FOR HELPING ME GET A FRESH START WITH THE LAW.

IT'S OKAY, KID, FORGET IT. JUST DON'T STRAY FROM THE STRAIGHT-AND-NARROW.

GOSH, WHAT WOULD SHE THINK IF SHE KNEW I'VE BEEN ASSOCIATING WITH THE KINGPIN? I COULD LOSE MY AMNESTY--GO BACK TO BEING A WANTED CRIMINAL.

OOH, SPIDER-MAN WOULD BE UPSET WITH ME IF THAT HAPPENED.

UH...AM I RIGHT IN ASSUMING YOU DIDN'T STOP BY JUST TO SHOOT THE BREEZE?

OH, YES, I'M SORRY, CAPTAIN. I WAS REALLY JUST WONDERING IF YOU'D SEEN SPIDER-MAN LATELY. HE'S BEEN OUT OF TOUCH FOR DAYS, AND HE AND I HAD BEEN...SEEING A LOT OF EACH OTHER.

I'LL *BET* YOU HAD. HERE I'VE MANAGED TO DEVELOP A SCHOOL-GIRL CRUSH ON THE WEB-SLINGER AND WHAT DO I DO?

I HELP GET THIS BUBBLE-HEADED CUTIE OFF THE HOOK SO SHE CAN PUT THE MOVES ON HIM. NOT BRIGHT, DEWOLFF!

CAPTAIN?

NO, I HAVEN'T SEEN HIM.

AS A MATTER OF FACT, A LOT OF THE CITY'S SUPER-TYPES SEEM TO HAVE DISAPPEARED.

JUST THE OTHER DAY, THE VISION WAS ON TV TALKING ABOUT IT. MAYBE SPIDEY GOT CAUGHT UP IN WHATEVER THAT'S ABOUT!

WHAT?!

YOU'VE GOT TO TELL ME EVERYTHING YOU KNOW ABOUT IT! DO YOU HEAR ME?!

EASY NOW, GIRL.

EXCUSE ME, CAPTAIN, I... *HEY!*

THE BLACK CAT, THREATENING THE CAPTAIN!

HOLD IT RIGHT THERE, LADY. TAKE ANOTHER STEP TOWARDS THE CAPTAIN AND I FIRE.

EASY, MANELLO...

NOT TO WORRY, CAPTAIN, I'LL JUST MOVE IN HERE--YOWCH! HOW'D I MANAGE TO WALK INTO THAT FILE?!

MY BAD LUCK POWER IS STILL GOING STRONG, BUT THERE'S NO SENSE HANGING AROUND HERE ANY LONGER.

THANKS FOR THE INFORMATION, CAPTAIN. I'D BETTER GO NOW.

CAT, WAIT--!

BLAST IT, SHE'S GONE.

AS FOR YOU, MANELLO, I'VE GOT A GOOD MIND TO PUT YOU ON REPORT, BUSTING INTO MY OFFICE WITHOUT KNOCKING, PULLING A REVOLVER!

WHERE DO YOU THINK WE ARE, DODGE CITY?

ER...NO, MA'AM. I JUST...

BEAT IT, MANELLO!

YES, MA'AM!

GEE, THAT TALK WITH DEWOLFF MADE ME REALIZE THAT MAYBE I *SHOULDN'T* TELL SPIDER ABOUT MY POWER.

OF COURSE, HE SAW HOW LITTLE I COULD DO AGAINST ALL THOSE SUPER BADDIES. IF I SUDDENLY TURN INTO MS. UNBEATABLE--HE'LL KNOW *SOMETHING'S* UP!

BUT IF HE FINDS OUT I MADE A PACT WITH THE KINGPIN TO GET THE POWER, HE MIGHT LEAVE ME...OR EVEN TURN ME OVER TO THE POLICE.

I KNOW HE LOVES ME, BUT HE CAN BE SUCH A *DRAG* ABOUT SOME THINGS.

DAILY BUGLE

I JUST DON'T KNOW WHAT TO TELL HIM. BUT THE MAIN THING IS TO FIND HIM FIRST.

MAYBE AT THE PLACE WHERE HE WORKS...

HEY! LOOK WHAT JUST CLIMBED IN THE WINDOW... SEVENTEEN STORIES UP!

HUH... *YOW!*

EXCUSE ME, HAS ANYONE HERE SEEN...ER...PETER PARKER.

I *HATE* THINKING OF HIM AS THAT ORDINARY PERSON.

P-P-PARKER? N-NO. HE'S JUST A FREELANCE PHOTOGRAPHER. SOMETIMES WE DON'T SEE HIM FOR WEEKS AT A TIME.

AWRIGHT, WHAT IN BLUE BLAZES IS GOING ON AROUND HERE?

JONAH!

I PUT JOE ROBERTSON IN CHARGE AND EVERYTHING STOPS DEAD!

WHAT ARE *YOU* STARING AT?!

H-HER...

SO, THE BLACK CAT, DIDN'T I GET ENOUGH GRIEF FROM YOU WHEN YOU AND THAT BLASTED WEB-SLINGER FOUGHT THE FLY HERE LAST WEEK?*YOU NEARLY GOT ME *KILLED!*

I-I'M LOOKING FOR PETER PARKER.

THAT'S RIGHT, J. JONAH JAMESON, YOUR FORMER EDITOR-IN-CHIEF, AND I'M *STILL* THE PUBLISHER OF THIS NEWSPAPER--IN CASE ANY OF YOU HAVE FORGOTTEN.

*ISSUE #86 --DANNY.

PARKER?! ARE YOU IN LEAGUE WITH HIM TOO? THE WAY YOU'VE DISRUPTED THIS OFFICE, I'VE GOT A GOOD MIND TO DOCK HIS PAY TO COVER THE TIME YOU'VE WASTED!

WE'VE GOT A PAPER TO GET OUT HERE!

I-- THAT IS --I ÷KOFF÷ I-- ÷KOFF÷

WHAT THE DEVIL IS ALL THE SHOUTING OUT HERE--?! OH, JONAH. I SHOULD HAVE GUESSED.

DON'T BLAME ME, JOE. IT'S THAT USELESS INCOMPETENT PARKER--

DON'T YOU DARE TALK ABOUT HIM THAT WAY YOU CRUSTY OLD CURMUDGEON! IF YOU KNEW WHAT I KNOW, YOU'D...

ER...COOL DOWN, NOW, LADY.

LET'S NOT SAY ANYTHING WE MIGHT REGRET LATER, OKAY?

JONAH, I ASKED PETER TO DO A PHOTO-ESSAY ON THE CITY'S NIGHT PROWLERS. THAT'S WHY THE BLACK CAT IS HERE, RIGHT?

ER... RIGHT!

GRRRR!

MY OFFICE!

OKAY, LADY, SPILL IT. WHAT DOES PARKER HAVE TO DO WITH ALL THIS?

WHY, THAT PHOTO-ESSAY...

UNH-UNH! WON'T WASH. I JUST FED THAT LINE TO JONAH TO GET HIM OFF YOUR CASE.

LOOK, IF PETER'S WORKING ON SOME SECRET STORY AND YOU DON'T WANT TO TALK ABOUT IT...FINE! BUT I'VE JUST BEEN PROMOTED TO EDITOR-IN-CHIEF OF THIS PAPER AND I DON'T HAVE TIME TO STAND AROUND JAWING AT YOU.

I-IT'S JUST THAT I'VE BEEN LOOKING FOR HIM...

WELL, JOIN THE CLUB. I'VE BEEN LOOKING FOR HIM, TOO. AND WORRIED ABOUT HIM. IF YOU SHOULD SEE HIM FIRST, TELL HIM I'VE GOT AN ASSIGNMENT FOR HIM.

NOW, IF THERE'S NOTHING ELSE TO DISCUSS...

I'VE CAUSED ENOUGH OF A DISTURBANCE ALREADY.

INSTEAD OF GOING BACK OUT THROUGH THE NEWSROOM--

--I'LL LEAVE THIS WAY.

B-BUT WE'RE...

SEVENTEEN FLOORS UP? SO I'VE BEEN TOLD, TA-TA.

WHAT A NOTHING PLACE TO WORK. SPIDER COULD DO MUCH BETTER.

I DID THINK OF ANOTHER PLACE I COULD ASK ABOUT HIM, THOUGH...

AVENGERS MANSION. CAPTAIN DEWOLFF SAID THEY DID A BROADCAST ABOUT THE DISAPPEARING HEROES. MAYBE THEY KNOW IF SPIDER WAS AMONG THEM.

LAST TIME I CAME HERE, THEIR SECURITY DEVICES CAUGHT ME EASY AS COULD BE...

BUT LAST TIME, I DIDN'T HAVE MY BAD LUCK POWER.

HERE COME THEIR DEFENSE MECHANISMS...

THERE GO THEIR DEFENSE MECHANISMS.

NOW I'LL JUST SHIMMY DOWN THIS HATCH, AND SEE IF THE AVENGERS HAVE ANY OTHER TOYS I CAN DISMANTLE FOR THEM.

HA! ANOTHER GRAPPLER. BUT THAT TRICK NEVER--

--WORKS?!

FROM THE WAY OUR DEVICES MALFUNCTIONED, I DEDUCED THAT YOU WERE EMPLOYING A FORM OF PROBABILITY-ALTERATION SIMILAR TO THE SCARLET WITCH'S. THUS I REASONED THAT...

...MY MORE CONTROLLED HEX POWER COULD NULLIFY IT. APPARENTLY YOU REASONED CORRECTLY, HUSBAND.

YOU MAY RELEASE HER NOW, WANDA.

CAPTAIN AMERICA INFORMED ME OF YOUR QUEST FOR SUPER-POWERS, BLACK CAT. APPARENTLY YOU WERE SUCCESSFUL.

UMMM...YEAH. BUT NOW I'M LOOKING FOR SPIDER-MAN, VISION. HE'S DISAPPEARED, AND I HEARD SOME AVENGERS WERE MISSING TOO, SO...

BUT THERE'S NO WAY IT SHOULD HAVE BEEN ABLE TO GRAB ME!

GLADLY, DEAREST.

SO YOU THOUGHT WE MIGHT HAVE SOME INFORMATION. I AM SORRY, BUT WE KNOW NOTHING OF SPIDER-MAN'S WHEREABOUTS.

THE LAST THE AVENGERS SAW OF HIM WAS WHEN HE ALMOST BECAME ONE OF US. UNFORTUNATELY, THE GOVERNMENT DISQUALIFIED HIM FOR MEMBERSHIP. *

BUT WE ARE LOOKING TO EXPAND OUR RANKS. PERHAPS **YOU** WOULD BE INTERESTED?

ME? BUT I'M JUST A SOUPED UP CAT BURGLAR... AND I'VE GOT A CRIMINAL RECORD.

* SEE AVENGERS #237 FOR DETAILS-- DANNY.

I AM AWARE OF THAT --AS WELL AS THE FACT THAT YOU HAVE BEEN GRANTED AMNESTY FOR YOUR PAST CRIMES.

MANY AVENGERS, PAST AND PRESENT, ORIGINALLY FOUGHT ON THE...OTHER SIDE.

"HAWKEYE WAS IRON MAN'S ARCH FOE--

"THE HULK WAS A THREAT TO ALL MANKIND, YET HE FOUGHT AT OUR SIDE.

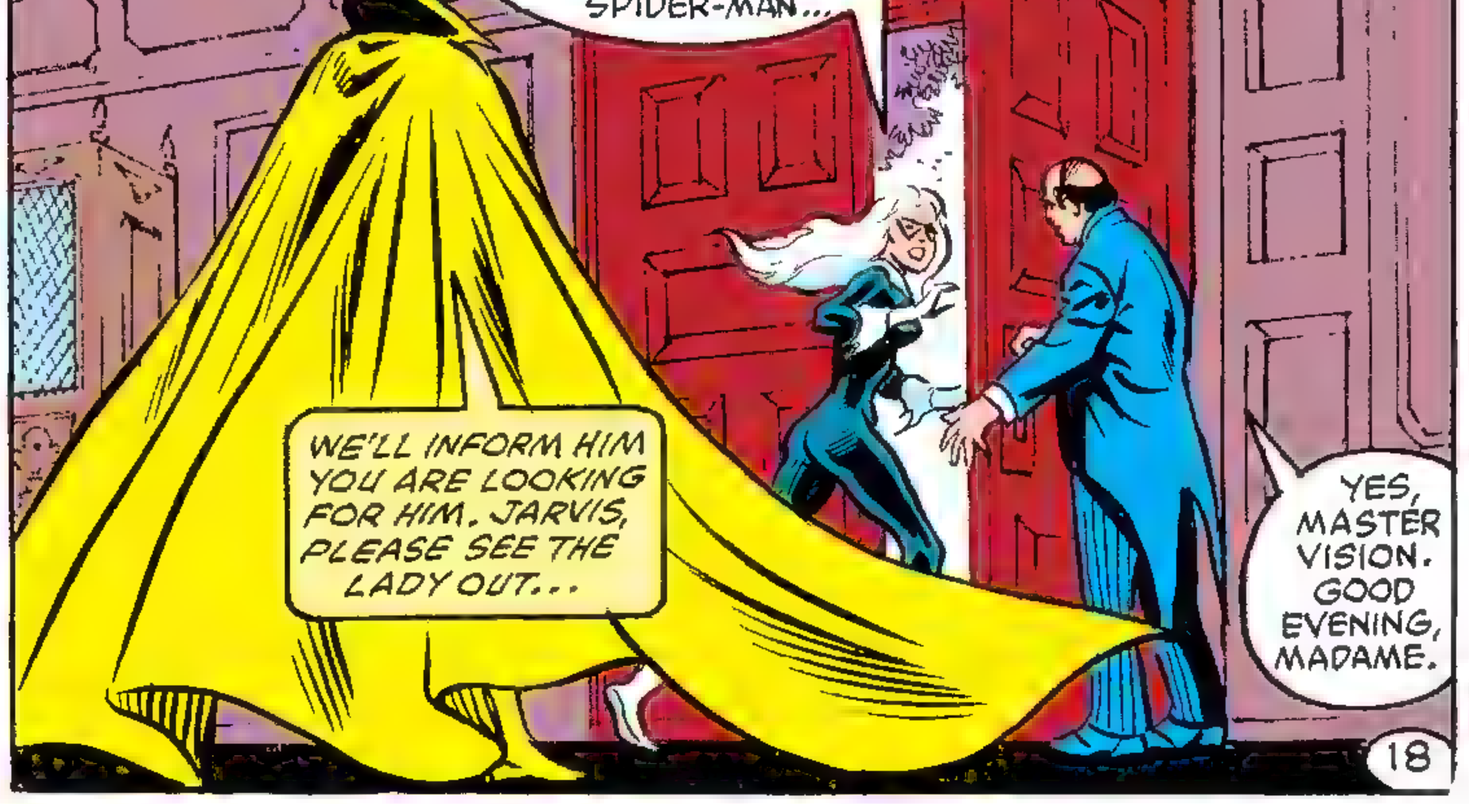
"WONDER MAN BATTLED THE AVENGERS BEFORE HE EVER JOINED THEM.

"QUICKSILVER AND HIS SISTER--MY WIFE--THE SCARLET WITCH, FOUGHT ON THE SIDE OF EVIL MUTANTS AT ONE TIME.

WHY EVEN I, MYSELF, WAS GRANTED LIFE AND POWER BY THE SINISTER ROBOT ULTRON 5, WHO ATTEMPTED TO USE MY SYNTHEZOID ABILITIES TO CRUSH THE AVENGERS.

EVENTUALLY, I WAS FREED FROM HIS INFLUENCE, AND EVER SINCE I HAVE ENDEAVORED TO FIGHT THE GOOD FIGHT.

ALWAYS REMEMBER, BLACK CAT--IT ISN'T WHAT YOU WERE OR HOW YOU CAME BY YOUR POWERS THAT IS IMPORTANT... IT'S WHAT YOU ARE AND HOW YOU USE THOSE POWERS **NOW!**



WHEW, THAT VISION IS A SPOOKY SORT OF...GUY. I'M GLAD TO GET OUT OF THERE.

ON THE OTHER HAND, WHAT HE SAID ABOUT SUPER-POWERS AND HOW YOU USE THEM-- WHY IT WAS AS IF HE KNEW EXACTLY WHAT *MY* SITUATION WAS.

HE WAS REALLY RIGHT ON ABOUT THAT. IT DOESN'T MATTER HOW I GOT THIS WAY AS LONG AS I CAN USE MY POWERS TO HELP SPIDER AND TO BE WITH HIM.

YES! I *WILL* TELL SPIDER ABOUT MY POWERS, BUT I STILL HAVE TO *FIND* HIM.

SHORTLY... I COULD ONLY THINK OF ONE OTHER PLACE MY SPIDER MIGHT BE, AND TO GET THERE I HAD TO HITCH A RIDE ON THIS LONG ISLAND RAIL ROAD TRAIN.

I COULD HAVE CALLED...BUT I WAS AFRAID. WHAT IF SPIDER IS *AVOIDING* ME FOR SOME REASON. NO, IT'S BETTER THAT I GO OUT AND CHECK IN PERSON.

L.I.R.R.

LI 7107

A BRACING HALF-HOUR RIDE EAST FINALLY BRINGS THE CAT TO HER DESTINATION.

HERE'S WHERE I GET OFF!

L.I.R.R.

THE ADDRESS IN THE PHONE BOOK SAID THIS SHOULD BE THE HOME OF MAY PARKER ...SPIDER'S AUNT.

HMMM. I NEVER MET HIS AUNT. WONDER IF THAT'S HER. LOOKS LIKE THE WHOLE HOUSE IS CRAWLING WITH REFUGEES FROM AN OLD FOLKS HOME.

A BRIEF RECONNAIS-SANCE OF THE HOUSE REVEALS...

NOTHING! NO SIGN OF SPIDER. WELL, THERE'S THE WINDOW OF THE ONLY ROOM I HAVEN'T CASED YET.

NOPE, JUST ANOTHER OLD LADY. WELL, MAYBE SHE CAN TELL ME SOMETHING.

MY, I JUST *LOVE* MAH-JONGG NIGHT HERE AT THE HOUSE. I WONDER IF MR. SIMPSON WILL NOTICE THIS NEW SHADE OF LIPSTICK I'M USING.

EXCUSE ME...

HAVE YOU SEEN PE--

EH?

EEEEEE

MARTHA, THAT SCREAM-- WHAT'S WRONG? WHO-?!

SH-SHE SNUCK IN THE WINDOW. SHE MUST HAVE COME HERE TO ROB US.

I--

ALL RIGHT, YOUNG LADY JUST WHAT IS THE MEANING OF THIS? NO DECENT GIRL GOES GALAVANTING ABOUT, DRESSED--

EASY NOW, MAY. WE'LL GET TO THE BOTTOM OF THIS.

ER...SORRY. I MUST HAVE THE WRONG HOUSE. SEE, I WAS INVITED TO A...UM...COSTUME PARTY AND I WANTED TO MAKE A DRAMATIC ENTRANCE, SO...

I'LL JUST LET MYSELF OUT THE WAY I CAME IN.

YOU CERTAINLY WILL, YOUNG WOMAN! AND NEXT TIME, WE WON'T BE SO LENIENT!

THERE, THERE, MY DEAR. EVERYTHING'S ALL RIGHT NOW.

SO THAT'S PETE'S AUNT, HUH? WHAT A DRAG! NO WONDER HE'S SO YUCH IN HIS NORMAL IDENTITY. SHE IS FEISTY THOUGH.

I GUESS SPIDER NEVER TOLD HER ABOUT HIS COSTUMED IDENTITY. IT WAS SILLY OF ME TO BREAK IN LIKE THAT. I COULD HAVE GIVEN ONE OF THOSE OLD FOGEYS A HEART ATTACK.

BUT IF HIS AUNT IS LIKE THAT--SO STRAIT-LACED--CAN MY SPIDER BE MUCH DIFFERENT?

DO I DARE TELL HIM ABOUT MY POWERS? HE'D NEVER UNDERSTAND.

BUT HE *LOVES* ME.

DO I TELL HIM?! YES? OR NO? YES OR NO?! *YES...OR...*

WHAT ARE *YOU* DOING HERE?

NO!

I--I MEAN, SPIDER, IS THAT YOU?

YES, IT'S ME, JUST A NEW COSTUME IS ALL. HOW I GOT IT IS A LONG STORY. *

BUT YOU DIDN'T ANSWER MY QUESTION. WHY ARE YOU PROWLING AROUND AUNT MAY'S HOUSE?

IN THAT INSTANT, ALL HER DOUBTS AND RESERVATIONS RUSH TO THE FORE. THE CONFLICT THAT HAS RAGED WITHIN THE BLACK CAT THIS NIGHT IS RESOLVED IN A SPLIT-SECOND DECISION. AND SHE REPLIES:

I--I MISSED YOU. YOU WERE AWAY SO LONG, I JUST WANTED TO SEE YOU, THAT'S ALL.

I JUST WANTED TO *SEE* YOU...

*A STORY REVEALED IN THE MARVEL **SUPER HEROES SECRET WARS** LIMITED SERIES, ON SALE NOW!
--DANNY

NEXT: *IF IT WASN'T FOR BAD LUCK...*

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
253
JUNE
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

THIS IS THE EASY PART...!

IT'S GONNA BE MURDER WHEN SPIDEY FACES...THE ROSE!

LEONARDI

"BY MYSELF BETRAYED!"

STARRING THE AMAZING SPIDER-MAN!

PRESENTED BY:	STAN LEE
WRITTEN BY:	TOM DEFALCO
PENCILED BY:	RICK LEONARDI
INKED BY:	BILL ANDERSON
LETTERED BY:	JOE ROSEN
COLORED BY:	GLYNIS WEIN
EDITED BY:	DANNY FINGEROTH
COACHED BY:	JIM SHOOTER

QUARTER 4 BALL ON 47 DOWN 3 TO GO 7

SF SKYHAWKS 34
NY MAMMOTHS 28

TIME IS RUNNING OUT FOR THE MAMMOTHS, BILL! LOOKS LIKE THEY'RE GOING TO CLOSE REGULAR SEASON PLAY WITH A LOSS!

THAT'S RIGHT, CURT! THEY'VE ALREADY CLINCHED A PLAYOFF BERTH--BUT A WIN HERE WOULD HAVE GUARANTEED THEM A HOMEFIELD ADVANTAGE!

UH-OH! MAMMOTHS' QUARTERBACK RAY NESTERS APPEARS TO BE IN BIG TROUBLE!

HE'S SCRAMBLING--TRYING TO AVOID THE BLITZ--BUT HE CAN'T FIND AN OPEN RECEIVER!

NESTERS 15

THE SKYHAWKS ARE TAGGING HIM FOR A TWELVE YARD LOSS!

I'D HATE TO BE UNDER THAT PILE-UP, BILL!

ME TOO, CURT! THE MAMMOTHS ARE SIGNALING FOR THEIR FINAL TIME-OUT--TO STOP THE CLOCK WITH SIX SECONDS LEFT IN THE GAME!

I HOPE YOU GOT A GOOD SHOT OF THAT SACK, PARKER!

ER... SORRY, WENDY...

I'M JUST NOT USED TO WORKING WITH THIS CAMERA!

THE SPORTS EDITOR LENT IT TO ME-- BECAUSE HE DIDN'T THINK MY OWN EQUIPMENT WAS RIGHT FOR THIS ASSIGNMENT!

LOOK, PARKER, I REALIZE THAT YOU DON'T USUALLY TAKE SPORTS PIX FOR THE DAILY BUGLE--BUT YOU WERE ASSIGNED TO THIS GAME WHEN MY REGULAR PHOTOGRAPHER TOOK SICK!

I NEED THESE PICTURES FOR MY DAILY SPORTS COLUMN--SO DON'T SCREW UP!

"PARKER"--?!

I WONDER IF... NAH, IT COULDN'T BE!

I'M TRYING MY BEST, MISS THORTON!

IT ISN'T GOOD ENOUGH, MISTER PARKER!

EXCUSE ME...

2

YES--?

HEY, DO I KNOW YOU?

YOU SHOULD... I WAS ONE OF YOUR FRESHMEN CHEMISTRY STUDENTS AT EMPIRE STATE UNIVERSITY.

MY NAME'S NESTERS... TONY NESTERS,

YOU GAVE ME A "B-MINUS."

YEAH, I THOUGHT YOU LOOKED FAMILIAR.

PARKER!

THE GAME'S OVER HERE!

THIS IS IT, BILL! NESTERS IS CALLING SIGNALS FOR WHAT PROMISES TO BE THE LAST PLAY OF THE REGULAR SEASON!

HUP! HUP! HUP!

3

SNAP FROM CENTER, AND NESTERS FADES BACK...

IT'S A DESPERATE "HAIL MARY" PASS!

OH, NO!

RIGHT OFF THE FINGER-TIPS OF HIS FAVORITE RECEIVER, BABYFACE BOB CLAYTON!

THIS GAME IS NOW HISTORY, BILL!

IT'S BEEN A REAL PLEASURE WORKING WITH YOU, CURT!

:00
SKYHAWKS 34
NY MAMMOTHS 28

TOUGH BREAK, RAY!

YOU TRIED YOUR BEST!

YEAH...

...MY BEST.

I CAN'T BELIEVE THAT GAME! WE SHOULD HAVE MURDERED THE SKYHAWKS!

WHO'S YOUR FRIEND, PARKER?

A FORMER STUDENT OF MINE... TONY NESTERS.

"NESTERS"--?! ANY RELATION TO *RAY*?

MY BROTHER.

REALLY?

LOOK, PARKER, THERE'S NO SENSE TO YOU HANGING AROUND ANY LONGER.

I'M OFF TO THE LOCKER ROOM WITH TONY HERE-- FOR SOME POST-GAME INTERVIEWS.

I'LL EVEN SAVE YOU A TRIP, AND RETURN THIS CAMERA TO THE BUGLE FOR YOU--

"--YOU NEVER KNOW WHEN A REAL PHOTOGRAPHER MAY NEED IT!"

WENDY ISN'T FOOLING ME. SHE'S JUST ANXIOUS TO GET THAT FILM DEVELOPED-- SO SHE CAN SEE HOW THE PICTURES CAME OUT.

WELL, I CAN'T BLAME HER.

TAKE IT SLOW, PEOPLE!

NICE SEEING YOU AGAIN, MR. PARKER!

MOMENTS LATER...

UH-OH! I'M RUNNING LATE--AND I'M DUE AT MY AUNT MAY'S FOR DINNER.

I HAVE SOMETHING IMPORTANT TO DISCUSS WITH HER.

GLANCING AROUND TO MAKE SURE THAT HE'S UNOBSERVED, PETER PARKER BOUNDS FORWARD, COVERING AN INCREDIBLE TWENTY FEET WITH EACH LEAP--

--UNTIL HE REACHES--AND **CLINGS** TO THE UNDERSIDE OF --ONE OF THE MANY EXIT RAMPS WHICH FILL THE STADIUM.

AND THEN, IN RESPONSE TO A MENTAL COMMAND, HIS CLOTHES UNDERGO A MOST STARTLING TRANSFORMATION!

WOW! I GET A REAL KICK OUT OF WEARING THIS NEW COSTUME. IT REACTS INSTANTLY TO MY THOUGHTS--AND IT CAN MIMIC THE APPEARANCE OF ANY SET OF CLOTHES I CAN IMAGINE!

IT'S A COMPLETE WARDROBE IN ITSELF. I MAY NEVER HAVE TO BUY CLOTHES AGAIN!

I STILL CAN'T BELIEVE I GOT IT ON A DISTANT PLANET AT THE OTHER END OF THE UNIVERSE--AFTER MY OLD COSTUME WAS SHREDDED IN A BATTLE WITH THE ABSORBING MAN!*

*FOR MORE DETAILS, SEE MARVEL SUPER HEROES SECRET WARS UPCOMING ISSUE #6 --DANNY.

--IT'S WEB-SWINGING TIME!

HMM! IT COULDN'T GET AROUND MY FINGERTIPS-- BECAUSE THEY WERE HOLDING ME TO THE RAMP. I'LL FIX THAT, AND THEN --

MOMENTS LATER, THOSE FOOTBALL FANS STILL TRAPPED WITHIN THE GRIDLOCK WHICH ATTENDS THE CONCLUSION OF MOST SPORTING EVENTS--

--ARE TREATED TO AN EXHIBITION OF SPEED AND AGILITY FAR GREATER THAN ANY EVER WITNESSED ON A PLAYING FIELD...

I STILL HAVE SO MUCH TO LEARN ABOUT THIS COSTUME. I DON'T EVEN KNOW WHERE ITS WEBBING COMES FROM.

I'M NOT WEARING WEB-SHOOTERS, BUT WEBBING'S THERE WHEN I NEED IT!

PWIP

REED RICHARDS, THE LEADER OF THE FANTASTIC FOUR, VOLUNTEERED TO EXAMINE EVERYTHING FOR ME--BUT I HAVEN'T HAD THE TIME TO DROP IN ON HIM!

WH-WHO IS THAT GUY?!

DON'T ASK ME!

THEY DON'T REALIZE I'M *SPIDER-MAN!*

HA! I HAVEN'T FELT THIS ANONYMOUS--

--SINCE I FIRST GOT MY POWERS...

I STILL REMEMBER HOW I TRIED TO CASH IN ON THEM.

TV

I WAS GOING TO STRIKE IT RICH IN SHOW BUSINESS.

BUT THEN, BECAUSE I HAD FAILED TO ACT AS SPIDER-MAN, MY UNCLE BEN WAS MURDERED BY A BURGLAR.

THAT'S WHEN I FIRST LEARNED THAT WITH GREAT POWER, COMES GREAT RESPONSIBILITY.

IF ONLY I HAD BEEN THERE TO SAVE MY UNCLE BEN, MY WHOLE LIFE WOULD HAVE TURNED OUT SO DIFFERENT...

...SO *VERY* DIFFERENT!

MEANWHILE...

...AT A LUXURY APARTMENT HOUSE IN MIDTOWN MANHATTAN...

VROOM

TONY, I'LL MEET YOU UP-STAIRS LATER. I'M...ER... GONNA GO PICK UP A NEWSPAPER.

YOU WANT COMPANY, RAY?

NO.

I'D RATHER BE ALONE FOR AWHILE.

SURE, I UNDERSTAND.

SEE YOU IN THE APARTMENT.

D79

WHY DID YOU DITCH THE KID, NESTERS?

ARE YOU AFRAID HE'LL LEARN THAT HIS FOOTBALL HERO BROTHER IS ON THE TAKE?

PORSC

DON'T PUSH IT, JOHNSTON. JUST GIVE ME MY MONEY... AND CLEAR OUT.

IS THAT ANY WAY TO TALK TO ME, FOOTBALL HERO?

VARLEY AND I WERE JUST ABOUT TO COMPLIMENT YOU ON TODAY'S GAME. YOU WERE ***VERY*** CONVINCING. IT REALLY LOOKED LIKE YOU WERE TRYING TO WIN OUT THERE.

THE ***ROSE*** WAS SO IMPRESSED THAT HE INCLUDED A LITTLE BONUS IN YOUR PAY ENVELOPE.

HE HOPES YOU CAN DO AS WELL ***NEXT*** WEEK.

WHAT--?! IS HE CRAZY?!

THE PLAYOFFS START NEXT WEEK. I CAN'T LOSE ANY MORE GAMES.

LISTEN, FOOTBALL HERO, YOU'LL DO WHATEVER THE ROSE TELLS YOU TO DO... *OR ELSE!*

THAT'S WHAT YOU THINK!

I'VE HAD ALL I CAN STOMACH OF YOU AND YOUR MYSTERIOUS BOSS!

=UNN=

WHUNG!

TELL THE ROSE THAT I'VE THROWN MY LAST GAME! HE CAN TAKE HIS DIRTY MONEY, AND SHOVE IT RIGHT UP HIS--

CLICK!

THAT'S ENOUGH, NESTERS.

LET GO OF THE MAN... *NOW.*

YOU DISAPPOINT ME, NESTERS. I THOUGHT EVEN A DUMB JOCK LIKE YOU WOULD KNOW BETTER --

--THAN TO TRY AND CROSS THE ROSE!

THE ROSE WILL CALL YOU LATER IN THE WEEK... AT THE USUAL TIME. YOU'D BETTER DO WHAT YOU'RE TOLD--

--OR YOUR NEXT *HOME GAME* WILL BE INSIDE THE PEARLY GATES!

MINUTES LATER...

WHAT AM I GOING TO DO? THOSE CRUMBS WILL *NEVER* LET ME OFF THE HOOK!

HEY, I THOUGHT YOU WENT FOR A NEWSPAPER.

CHANGED MY MIND, KID.

YOU LOOK REAL TENSE ALL OF A SUDDEN. IS ANYTHING WRONG, RAY?

NAH, EVERYTHING'S WONDERFUL...

...JUST WONDERFUL.

I KNOW SOMETHING'S BOTHERING YOU, RAY. YOU *NEVER* DRINK DURING THE SEASON.

LOOK, TONY, I DON'T MIND YOU LIVING WITH ME, JUST SO LONG AS YOU KEEP YOUR NOSE PLANTED INSIDE YOUR SCHOOL BOOKS--

--AND *OUT* OF MY BUSINESS!

SLAM!

AT THAT EXACT MOMENT, IN FOREST HILLS, QUEENS...

YOU'VE DONE IT AGAIN, MAY PARKER! ANOTHER EXCELLENT MEAL...

IT'S MY TURN TO WASH, SO I'LL LEAVE THE TABLE CLEAN-UP TO YOU TWO.

PETER, I'M SO GLAD YOU COULD JOIN NATHAN AND ME FOR SUNDAY DINNER.

SO AM I, AUNT MAY. WHERE ARE YOUR OTHER TENANTS TODAY?

THEY'RE SPENDING THE DAY AT THE RADIO CITY MUSIC HALL.

THAT'S JUST AS WELL, AUNT MAY. NOW THAT WE'RE ALONE, I'VE GOT SOMETHING TO TELL YOU...

PETER, YOU SOUND SO SERIOUS.

A FEW WEEKS AGO,* I DECIDED TO POST-PONE MY GRADUATE SCHOOL STUDIES.

I'VE TAKEN A FORMAL LEAVE OF ABSENCE-- FROM COLLEGE.

YOU'VE DROPPED OUT.

HOW COULD YOU, PETER?

*SEE AMAZING SPIDER-MAN #243 -- DANNY.

THINK OF ALL THE SACRIFICES YOU'VE MADE-- THE TIME AND WORK YOU PUT IN! AND YOUR UNCLE BEN-- HE HAD SUCH DREAMS FOR YOU!

YOU CAN'T DO THIS TO YOURSELF! ***YOU CAN'T!***

MAY--?!

YOU'RE TURNING YOUR BACK ON YOUR FUTURE!

I ***WON'T*** ALLOW IT!

WHAT HAVE YOU DONE TO YOUR AUNT?! I'VE NEVER SEEN HER IN SUCH A STATE!

ANSWER ME, YOUNG MAN--

"-- WHAT HAVE YOU DONE?!

LATER...

CAN'T GET AUNT MAY'S REACTION OUT OF MY MIND!

SHE'S USUALLY SO SUPPORTIVE! GUESS I JUST ASSUMED SHE'D ACCEPT MY DECISION TO QUIT SCHOOL AT FACE VALUE.

I NEVER REALIZED HOW MUCH MY COLLEGE EDUCATION MEANT TO HER!

I'VE REALLY BEEN MAKING A MESS OUT OF MY LIFE LATELY. EVEN MY RELATIONSHIP WITH THE *BLACK CAT* SEEMS TO BE GOING SOUR!

I KNOW THAT FELICIA HAS BEEN HIDING SOMETHING FROM ME*-- BUT WHAT IS IT?!

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN FOR DETAILS -- DANNY.

ELSEWHERE...

BUT, BOSS...

THAT'S QUITE ENOUGH, MR. JOHNSTON. YOU NEEDN'T CONCERN YOURSELF WITH MR. NESTERS ANY LONGER.

HE SHALL DO AS *THE ROSE* COMMANDS, OR HE SHALL FACE THE CONSEQUENCES--

--AND THEY ARE MOST DIRE, INDEED.

TUESDAY MORNING...

THIS COULD BE OUR YEAR, RAY! I'M SURE OF IT! YOU'VE JUST GOT TO PUT LAST SUNDAY'S DEFEAT BEHIND YOU!

I WANT TO SEE A GREAT PRACTICE TODAY.

I'M COUNTING ON *YOU* TO TAKE THIS TEAM THROUGH THE PLAYOFFS, AND ALL THE WAY TO THE SUPER BOWL!

YEAH, COACH...

...I KNOW.

MUCH LATER, AFTER A GRUELING FIVE HOURS ON THE GRIDIRON --

--RAY NESTERS RETURNS HOME TO FIND..

AN ENVELOPE!

SOMEONE MUST HAVE SHOVED IT UNDER MY APARTMENT DOOR -- BUT WHO?!

RINGGG!

you must lose this Sunday...by a score of six points or more. Consider the enclosed an advance. warmest regards,

YEAH, THIS IS NESTERS.

HOW DID MR. NESTERS REACT TO OUR LATEST PROPOSITION?

HE SUGGESTED THAT YOU PERFORM A CERTAIN ANATOMICAL IMPOSSIBILITY.

THAT'S A PITY, MR. VARLEY.

I WAS TRULY HOPING THAT HE WOULD SEE THE LIGHT OF REASON... BEFORE YOU AND MR. JOHNSTON WERE FORCED TO RESORT TO VIOLENCE.

THURSDAY AFTERNOON...

DAILY BUGLE

WHAT IF AUNT MAY'S RIGHT?...

...WHAT IF I AM FORSAKING MY FUTURE?!

EARTH TO PETER PARKER! COME IN, PETER!

JOE ROBERTSON, EDITOR IN CHIEF

ER...SORRY, BETTY. GUESS MY MIND WAS A MILLION MILES AWAY.

I NOTICED.

IS ROBBY IN HIS OFFICE? WE HAVE AN APPOINTMENT.

GO RIGHT IN. HE'S BEEN WAITING FOR YOU.

YOU'RE LATE, PETE. YOU SHOULD HAVE BEEN HERE TWENTY MINUTES AGO.

SORRY. I WAS IN THE DARKROOM, AND I GUESS I LOST TRACK OF THE TIME...

I WANTED TO GO OVER THESE PICTURES YOU SHOT AT THE MAMMOTH GAME LAST SUNDAY.

THEY'RE NOT GOOD.

IN FACT, THE GENERAL QUALITY OF ALL YOUR WORK HAS BEEN SLIPPING LATELY.

LOOK, I KNOW YOU'VE NEVER BEEN A TECHNICALLY PROFICIENT PHOTOGRAPHER-- BUT YOU ARE CAPABLE OF PRODUCING GOOD STUFF.

YOU'D BETTER START BEARING DOWN.

AFTER ALL, YOU'RE NOT THE ONLY FREELANCER IN TOWN...

NOT SO SHORTLY...

÷WHEW÷

TROUBLE IN PARADISE?

YEAH.

WHAT'S WITH ROBBY? HE'S NEVER CHEWED ME OUT LIKE THAT BEFORE.

HE SEEMS TO BE TAKING HIS PROMOTION TO *EDITOR IN CHIEF* VERY SERIOUSLY.

I REALLY CAN'T BLAME HIM. PEOPLE USED TO GET AWAY WITH MURDER...

...UNDER MR. JAMESON.

PARKER--?!

JUST THE MAN I WANTED TO SEE!

HI, WENDY. WHAT'S UP?

YOUR FRIEND TONY NESTERS ARRANGED FOR ME TO GET AN EXCLUSIVE INTERVIEW WITH HIS BROTHER RAY.

I OWE THIS ALL TO YOU, SO I FIGURED I'D LET YOU SHOOT THE BACKGROUND PICTURES.

THAT'S *VERY* THOUGHTFUL OF YOU, MISS THORTON--

--ESPECIALLY SINCE ALL OF OUR OTHER PHOTOGRAPHERS ARE OUT ON ASSIGNMENT!

HEY, I DON'T CARE IF I WAS HER LAST RESORT. I COULD USE THE WORK.

GREAT! I'LL JUST CALL TONY TO CONFIRM EVERYTHING.

YEAH, RAY'S EXPECTING YOU. HE SHOULD BE HOME IN AN HOUR. SEE YOU THEN.

BINGG! BONGG!

GOTTA GO NOW. SOMEONE'S AT THE DOOR.

MEANWHILE...

LOOKING GOOD, RAY! WE'RE GONNA WIN BIG THIS SUNDAY.

YEAH.

SEE YOU GUYS AT PRACTICE TOMORROW.

WHAT AM I GOING TO DO? I CAN'T LET THE TEAM DOWN-- BUT THE ROSE WILL KILL ME IF I DON'T.

I'VE NEVER FELT SO HELPLESS...SO OUT OF CONTROL.

IT'S LIKE MY WHOLE LIFE WAS CRUMBLING AROUND ME.

I USED TO LOVE THIS GAME.

I USED TO DREAM ABOUT PLAYING PRO BALL, AND MAKING A NAME FOR MYSELF.

THE YEARS HAVE REALLY TAKEN THEIR TOLL ON ME, AND MY DREAMS...

WHERE DID IT ALL GO WRONG?

WAS IT THE INJURIES? THE LOSING SEASONS?

OR, THE LURE OF BIG MONEY AND EASY LIVING?!

I SHOULD HAVE KNOWN BETTER THAN TO GET INVOLVED WITH A GUY LIKE THE ROSE.

YEAH, I SHOULD HAVE KNOWN BETTER ABOUT A LOT OF THINGS...

GOTTA GET HOME. THE KID'S WAITING FOR ME.

BUT, SOON...

WHAT THE--?!

TONY! TONY! WHERE ARE--

--YOU?

We have the boy. Let's talk.

MOMENTS LATER, AS AN ELEVATOR ARRIVES ON RAY'S FLOOR...

UH-OH!

WENDY--

--LOOK OUT!

TH-THAT'S RAY NESTERS!

WHERE IS HE GOING?

WHAT ABOUT MY INTERVIEW?!

I THINK YOU CAN FORGET ABOUT THAT FOR NOW!

TAKE A LOOK AT *THIS!*

OH, MY!

NESTERS' PLACE LOOKS LIKE IT'S BEEN THROUGH A WAR!

WHAT SHOULD WE DO, PARKER?

PARKER--?!

*JUST THEN, ON THE STREET BELOW, RAY NESTERS' **911 CABRIO** ROCKETS FORWARD, CLOSELY FOLLOWED BY THE EVER AMAZING SPIDER-MAN!*

MY COSTUME MANAGED TO CHANGE ITS APPEARANCE WHILE I WAS STILL CRAWLING DOWN THE SIDE OF NESTERS' BUILDING!

THERE HE GOES NOW!

SWINGING FROM BUILDING TO BUILDING ON HIS INCREDIBLE WEB-LINE, SPIDER-MAN EASILY KEEPS PACE WITH THE SPEEDING CAR.

SOON...

WHAT'S HE UP TO?!

HE'S AIMING HIS CAR FOR THIS BUILDING-- BUT HE'S NOT SLOWING DOWN --NOT STOPPING!

VROOM!

KER-ASH!

I KNEW THE ROSE WOULD HAVE A SMALL ARMY BACKING HIM UP!

MY ONLY CHANCE WAS TO HIT 'EM HARD AND SUDDEN-- LIKE A LINEBACKER BLITZ!

GIMME THAT GUN, PUNK!

÷UNNN÷

ARE YOU QUITE FINISHED, MR. NESTERS ?

YOUR GRAND-STAND PLAY HAS CAUSED MORE THAN SUFFICIENT DAMAGE!

STUFF IT, ROSE!

I WANT MY KID BROTHER ...NOW!

KEEP TALKING, FOOTBALL HERO...

HE IS UNHARMED... FOR THE MOMENT.

RAY! THESE GUYS SAY YOU'VE BEEN DUMPING GAMES! TELL 'EM THEY'RE LYING! TELL 'EM IT AIN'T SO!

"TELL 'EM."

TONY, I...I...

BLAMM!

FWOK!

REAL CARELESS, NESTERS, YOU SHOULDN'T HAVE DROPPED YOUR GUARD LIKE THAT!

PILE ON, BOYS! IT'S TIME WE TAUGHT THIS FOOTBALL HERO THE REAL FACTS OF LIFE!

÷UFFF÷

DON'T KILL HIM, YOU FOOLS!

WE STILL NEED HIM FOR SUNDAY'S GAME.

SPWASH!

THAT'S AWFULLY SPORTING OF YOU, FELLA! YOU'RE A REGULAR "MR. WARMTH!"

AT LAST! I'VE SEEN ENOUGH TO PIECE THIS SITUATION TOGETHER.

WH-WHO IS THAT CREEP?!

HIS IDENTITY IS UNIM-PORTANT!

STOP HIM!

UNIMPORTANT? ME--?!

=SHEESH= YOU REALLY KNOW HOW TO HURT A GUY!

FWAKK

HEY! WHAT HAPPENED TO THE LIGHTS?!

H-HE FIRED SOME SORT OF STICKY GOOP OUTTA THE BACK OF HIS HAND!

IT'S CALLED "WEBBING!"

I'D REALLY APPRECIATE IT IF YOU USED ITS CORRECT NAME. LAWYERS CAN BE SO FINICKY WHEN IT COMES TO TRADEMARKS.

GOTTA PUT ON A REAL SHOW FOR MY AUTO-MATIC CAMERA! I SET IT UP OUTSIDE--AND I JUST HOPE I CAN GET SOME DYNAMIC PIX FOR GOOD OL' ROBBY!

C'MON, KID! NOW'S OUR CHANCE TO GET OUTTA HERE -- WHILE THAT COSTUMED JERK IS KEEPING EVERYONE DISTRACTED!

NO! I WANT TO KNOW THE TRUTH FIRST! YOU HAVE BEEN THROWING GAMES, HAVEN'T YOU?

HAVEN'T YOU?!

KID, THIS AIN'T THE TIME OR THE PLACE...

HOW COULD YOU, RAY? HOW COULD YOU TURN YOUR BACK ON THE GAME -- ON YOURSELF?!

THERE'S SO MANY OF THEM! GOTTA KEEP MOVING!

BWAK!

CAN'T GIVE 'EM A CHANCE TO GANG UP ON ME, AND =UFF=

I GOT HIM! I GOT HIM!

SWOK!

THAT'S PRETTY GOOD, CHUCKLES! IT ISN'T EASY TO HIT A GUY WHO CAN MOVE AS FAST AS I CAN!

REMIND ME TO GET THE CORRECT SPELLING ON YOUR NAME LATER! I WANT TO RECORD IT FOR POSTERITY!

PHOOM!

ARGG!

UH-OH! LOOKS LIKE THE BOSS-MAN IS MAKING TRACKS!

=UNNN=

FWAP!

HATE TO CUT THIS SHORT, BUNKY -- BUT DUTY CALLS!

HI THERE, FRIEND! HOPE YOU WEREN'T PLANNING ON LEAVING THE PARTY. WE HAVEN'T HAD A CHANCE TO DANCE, YET.

STAY BACK! I HAVE NO WISH TO ENGAGE YOU IN PHYSICAL COMBAT.

I EMPLOY UNDERLINGS FOR SUCH MATTERS!

SWISH!

BWOOF!

REALLY? WELL, I DON'T THINK YOU'RE GETTING YOUR MONEY'S WORTH. YOUR GOONS FALL DOWN EVERY TIME I HIT THEM!

HEY! THOSE GRENADES HE THREW ARE RELEASING SOME KIND OF GAS-- BUT MY COSTUME SEEMS TO BE ACTING LIKE A FILTER AGAINST IT!

TAKE HIM!

KPOW KPOW KPOW KPOW

DON'T WORRY, BOSS! WE'LL PUNCH THIS CLOWN'S TICKET!

HI, GUYS! LOOKING FOR A LITTLE OVERTIME?

UH-OH! WHAT'S NESTERS DOING DOWN THERE?

ROSE! YOU RUINED MY LIFE! YOU RUINED EVERYTHING! I NEVER SHOULD HAVE GOTTEN MIXED UP WITH YOU!

THAT MAY WELL BE TRUE, MR. NESTERS -- BUT I AM HARDLY TO BLAME FOR YOUR CURRENT SITUATION.

WHY YOU =ARGH=

YOU ARE AN ADULT! NO ONE FORCED YOU INTO ANYTHING!

ZWOK!

YOU MADE YOUR OWN DECISIONS!

THIS IS MOST DISTRESSING. MY MEN ARE NO MATCH FOR THAT BLACK-SUITED AVENGER. HE'LL BE AFTER ME WITHIN SECONDS--

--UNLESS I TAKE SOME RATHER DRASTIC ACTIONS!

BWAM!

NO!

THOSE FALLING CRATES WILL CRUSH NESTERS! HE HASN'T GOT A CHANCE!

ACTING INSTINCTIVELY, THE AMAZING SPIDER-MAN HURLS HIMSELF FORWARD, GRIMLY DETERMINED TO CUSHION THE FALLEN FOOTBALL STAR WITH HIS OWN BODY.

AND THEN...

KA-PLASH!

FOR A SEEMINGLY ETERNAL INSTANT, ALL IS SILENT AS THE DUST CLEARS...

AND THEN, THE CRATES BEGIN TO SHIFT, AS SPIDER-MAN EXERTS THE FULL EXTENT OF HIS INCREDIBLY POWERFUL MUSCLES...

:UNNN:

TOGIAK

HOLD ON, NESTERS! I'LL GET YOU OUT OF HERE.

AND THEN, SHORTLY...

:WHEW: MY ACHING BACK! IT WAS A CRAZY STUNT--BUT IT WORKED!

RAY, ARE YOU--?!

I'M FINE, KID. BEEN UNDER WORSE PILE-UPS ON THE FOOTBALL FIELD.

THE ROSE SEEMS TO HAVE VANISHED DURING THE CONFUSION...ALONG WITH MOST OF HIS MEN!

LISTEN, TONY, WE GOTTA TALK...

YEAH...ABOUT A LOT OF THINGS.

BUT, WHAT ARE WE GOING TO DO ABOUT THE ROSE? HE'LL NEVER LEAVE YOU ALONE. YOU MUST KNOW THAT!

DON'T WORRY. THERE'S ONE WAY TO GET HIM OFF OUR BACKS...

...ONLY ONE WAY.

EARLY THE NEXT MORNING...

SCANDAL

NESTERS QUITS!

Confesses Ties To Organized Crime

Coach, Teammates Express Shock! Playoff Hopes Dim

an exclusive by Wendy Thorton

New York Mammoths Coach James Albertson expressed shock and dismay today, when informed that his star quarterback, Ray Nesters, had voluntarily surrendered himself to police officials early this morning, revealing ties to organized gambling syndicates which reached as far back as [illegible] football play- [illegible] ter's startling revelations, Coach Albertson had this to say, "I've known Ray Nesters f over seven years. I ha a great deal of res for the man, both athlete and as a being. I intend beside him in trying of times Ray Nes scheduled Mammoth quarterba round League

Suspended By League

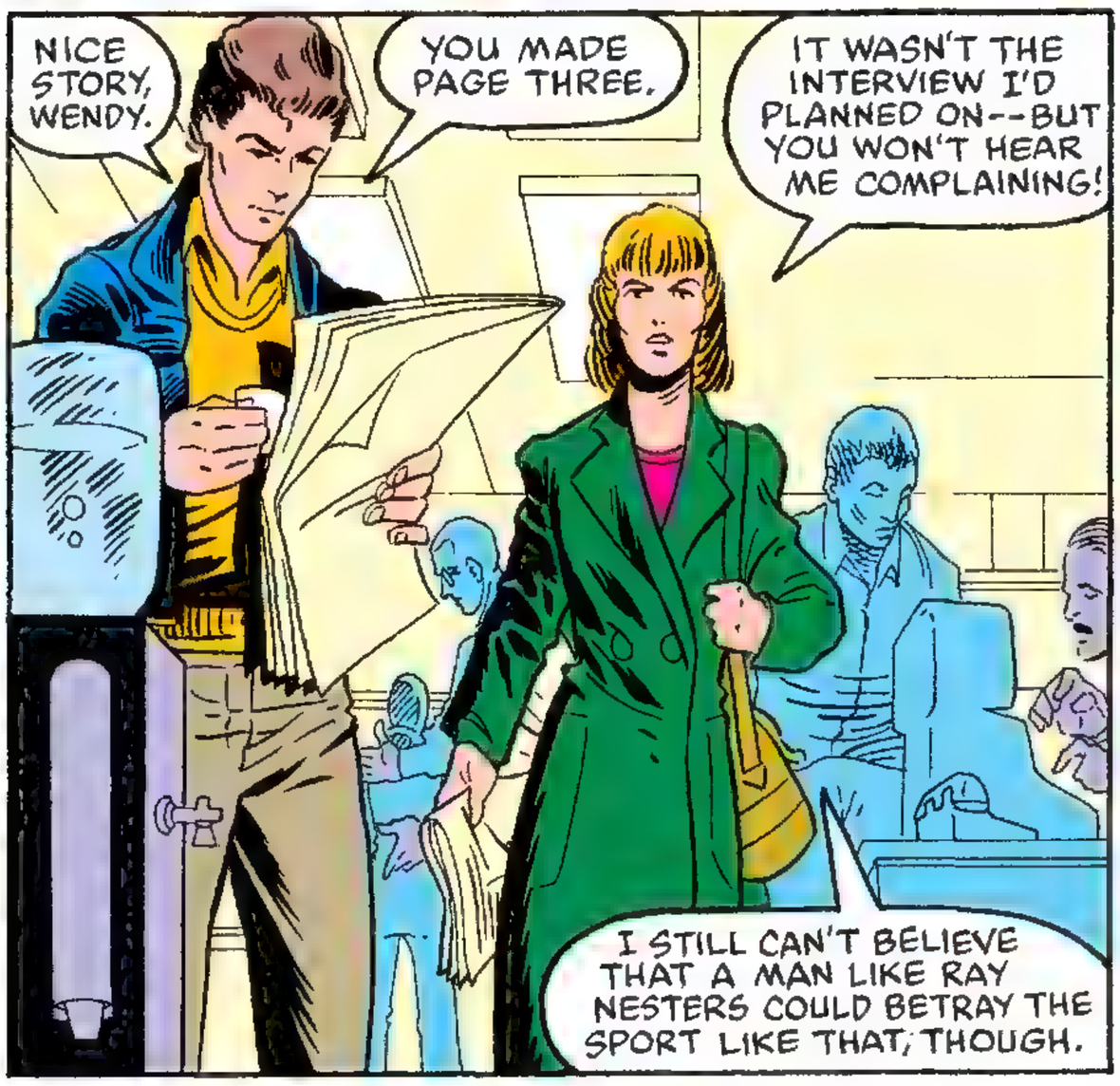
By Ben Urich

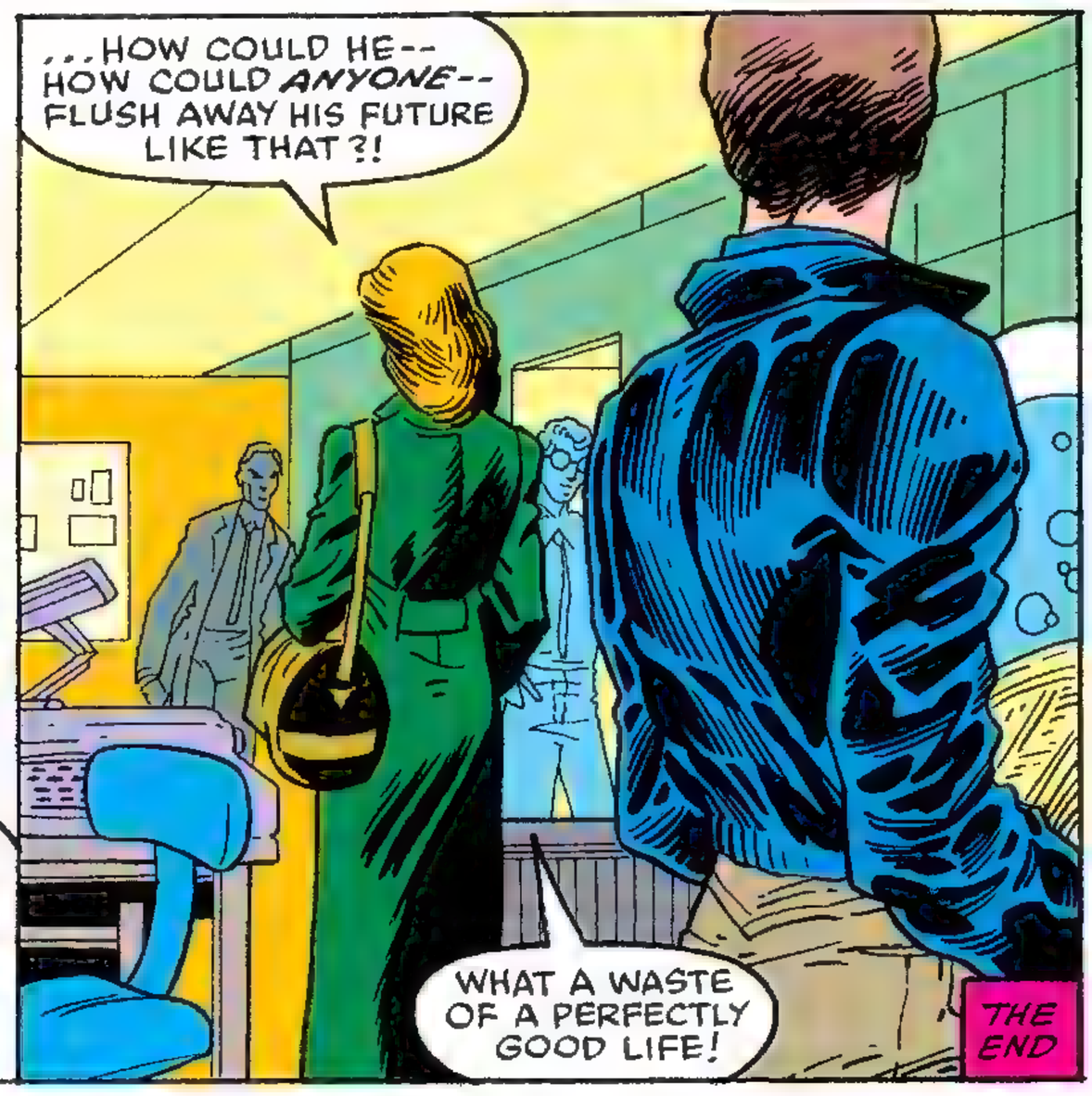
The officials of the National Football League reacted quickly and decisively this morning, when they learned of Ray Nesters's long association with organized crime. Effective immediately, Ray Nesters has been suspended without pay, pending a full investigation by the League. Nesters will not be permitted to play in this Sunday's game with the [illegible] delions, and league did, however, say that an emergency meeting has been scheduled for [illegible] and team reserve [illegible] Stra-

Photo by Peter Parker

Mammoths Quarterback Ray Nesters, accompanied by his younger brother, surrenders to authorities on the steps of Manhattan Criminal Courthouse Building.

Austin Refuses Job.





MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
91
JUNE
02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

GIVE IT UP, SPIDER-MAN! WHEN ***THE BLOB'S*** GOT YA--YA STAY GOT!!

MILGROM

IF IT WASN'T FOR BAD LUCK...

PRESENTED by: Stan Lee

WRITTEN AND DRAWN BY
AL MILGROM
EMBELLISHED BY
JIM MOONEY
LETTERED BY
DIANA ALBERS
COLORED BY
GLYNIS WEIN
EDITED BY
DANNY FINGEROTH
EDITOR IN CHIEF
JIM SHOOTER

YOU COME OUT OF NO-WHERE, WEARING A COSTUME I'VE NEVER SEEN--!

SO IT'S GOT A SPIDER SYMBOL ON IT. THAT DOESN'T MEAN ANYTHING-- ANYBODY COULD WEAR ONE.

HOW DO I KNOW YOU'RE REALLY MY SPIDER, THE MAN I LOVE?

WELL, FOR ONE THING, HOW MANY GUYS DO YOU KNOW--

--WHO CAN DO THIS--?

--OR THIS--?

--OR...

...THIS?!

WHULP! Y-YOU CAUGHT ME!

THAT WAS THE IDEA, WASN'T IT BEAUTIFUL?

HAVE THE BAD LUCK POWERS THE KINGPIN GAVE ME*FAILED ALREADY? HOW ELSE COULD SPIDER HAVE GRABBED ME WITH-OUT ANY HARM BEFALLING HIM...

*IN ISSUE #89--DANNY.

...UNLESS SOMEHOW THE POWER ONLY WORKS WHEN THE PERSON OR THING TRYING TO CATCH ME MEANS ME HARM. IT'S SO CONFUSING... I-I DON'T REALLY UNDERSTAND IT.

EARTH TO CAT! YOU *DID* RIDE ALL THE WAY INTO THE CITY WITH ME ON TOP OF THAT LONG ISLAND RAILROAD TRAIN.

I DIDN'T HEAR ANY DOUBTS THEN.

HA! NO, THAT'S TRUE. BUT SITTING ON THE ROOF OF A TRAIN YOU DON'T HEAR MUCH OF ANYTHING.

NOW TELL ME AGAIN EXACTLY WHERE YOU'VE BEEN AND HOW YOU GOT THAT SUPER-SEXY NEW COSTUME.

WELL...LIKE I SAID, ME AND A BUNCH OF OTHER LONG UNDERWEAR TYPES GOT SUCKED INTO A WEIRD DEVICE IN THE MIDDLE OF THE SHEEP MEADOW. IT TRANSPORTED US TO ANOTHER DIMENSION.

WHAT HAPPENED TO US THERE WAS SO FANTASTIC, I HESITATE TO EVEN REPEAT IT.

BUT I WILL SAY THIS MUCH, THE FATE OF THE UNIVERSE HUNG IN THE BALANCE. LUCKILY, OUR SIDE WON.*

*SEE *MARVEL SUPER HEROES SECRET WARS* ON SALE NOW--DANNY.

I ALSO PICKED UP THIS SNAZZY NEW SET OF THREADS.

I GUESS I REALLY DON'T NEED TO TELL HER ALL OF THE DETAILS--

--LIKE HOW I BROUGHT DR. CURT CONNERS, A.K.A. THE *LIZARD*, BACK WITH ME.

ANYWAY, I WAS SO THRILLED TO BE BACK ON TERRA FIRMA, I LITERALLY JUMPED FOR JOY.*

YA-YA-*HOO!*

POLICE

*FOR FULL DETAILS SEE *AMAZING SPIDER-MAN #252*--DANNY.

BUT THEN I GOT TO THINKING. THE WHOLE BALL OF WAX, COULD HAVE GONE PFFFT! NO ONE WOULD HAVE EVEN KNOWN WHAT HIT THEM.

IT'S LIKE ANY DAY YOU COULD WALK OUT ON THE STREET AND GET RUN OVER BY A TRUCK.

THAT'S WHEN I REALIZED I HAD NO RIGHT TO TELL YOU HOW TO LIVE YOUR LIFE... TO FORBID YOU TO JOIN ME IN THE DANGEROUS PARTS OF MY LIFE AS SPIDER-MAN.

I GUESS WHAT I'M SAYING IS... I LOVE YOU AND I RESPECT YOUR RIGHT TO RISK YOUR LIFE IF YOU WANT TO...

I DON'T HAVE TO *LIKE* IT THOUGH!

NO... YOU DON'T HAVE TO LIKE IT.

BUT I'M SO GLAD YOU CAME TO THAT DECISION.

THERE'S NOWHERE I'D RATHER BE THAN OUT PROWLING THE NIGHT WITH YOU, MY SPIDER.

AND I KNOW WE'LL BE GREAT TOGETHER.

I HOPE SO, CAT. I REALLY DO.

NOW I'D LIKE TO SHOW YOU JUST HOW MUCH I MISSED YOU WHILE YOU WERE GONE FOR A WHOLE WEEK.

BUT I CAN'T FIND THE SEAM IN THIS NEW MASK OF YOURS.

THAT'S BECAUSE--

--THERE ISN'T ONE.

GASP! HOW DOES IT *DO* THAT?

BEATS ME. THOSE EXTRA-DIMENSIONAL TAILORS NEVER GIVE AWAY TRADE SECRETS.

SURE COMES IN HANDY, THOUGH.

I'LL SAY--MMMF!

IT'S SO MUCH MORE CONVENIENT FOR KISSING... AND EATING...

...AND ALL *KINDS* OF STUFF.

LET US TAKE A DISCREET LEAVE OF OUR REUNITED LOVERS NOW...

...AND SHIFT OUR ATTENTION TO THE FOLLOWING AFTERNOON-- A FEW BLOCKS UPTOWN, TO MADISON SQUARE GARDEN WHERE A PONDEROUS FIGURE MAKES HIS WAY TOWARDS THAT FAR-FAMED ARENA.

MADISON SQUARE GARD

HEY, YOU! WHICH WAY TO THE MAIN TENT?

CIRCUS CLOSED

BEAT IT, YA RUBE! CAN'T YA READ? THE CIRCUS IS CLOSED. YA CAN'T GO IN THERE!

AND ARE *YOU* GONNA STOP ME?

UNNH! OH, I-IT'S YOU. SORRY, I DIDN'T KNOW.

WHERE'S GUNTHER?

TH-THERE! INSIDE THE MAIN TENT! NOBODY'S BEEN ABLE TO GET NEAR IT FOR DAYS.

YEH? WELL I AIN'T NOBODY!

WHEN I DON'T WANT TO BE MOVED, NUTHIN' CAN MOVE ME!

AND WHEN I DON'T WANT TO BE STOPPED--

--THERE'S HARDLY A BLESSED THING ON THE FACE OF THIS EARTH THAT CAN STOP--

--THE BLOB!

GUNTHER... *UNUS*... WHAT'S GOIN' ON?/ IT'S TAKIN' ALL MY POWER JUST TO MOVE FORWARD.

FRED... MY FRIEND. YOU'VE COME.

WE... THOUGHT MY POWER WAS GONE--SMASHED BY THE HULK*... WE WERE WRONG. IT CAME BACK STRONGER THAN EVER.

I LOST ALL CONTROL OVER IT. I CAN'T EVEN MAINTAIN MY FOOTING ON SOLID GROUND.

AND YOUR POWER TO PROPEL THINGS FROM YOUR BODY IS EVEN KEEPING THE WHOLE MAIN TENT SUPPORTED.

*AS RECOUNTED IN MARVEL FANFARE #7 --DANNY.

THAT'S NOT... THE WORST OF IT. I HAVEN'T ...EATEN IN DAYS. NO ONE CAN GET ANY FOOD TO ME. AND I... CAN'T SEEM TO CATCH MY BREATH.

THE BLOB'S FLESH RIPPLES AND TREMBLES AS HE FORCES HIS MASSIVE BODY YET CLOSER TO UNUS'S LEVITATING FORM.

BUT TO WHAT AVAIL?

I BEEN HANGIN' OUT WITH THE BROTHERHOOD OF EVIL MUTANTS, FIGHTIN' THE X-MEN AGAIN.

SOON'S I HEARD YOU WAS IN TROUBLE I HOTFOOTED IT RIGHT OVER HERE. YOU'RE MY PAL, THE ONLY GUY WHO NEVER LOOKED AT ME LIKE A FREAK.

I'LL HELP YOU SOMEHOW, GUNTHER.

FRED... I AK...

NO! HE CAN'T BREATHE!

HIS FORCE FIELD'S DOWN!

HE--HE'S FALLIN'!

SPEAK TO ME, GUNTHER! SAY YOU'RE OKAY!

GUNTHER--?

GOOD LORD, LOOK!

THE MAIN TENT'S COMING DOWN!

NOOOOOOOOOOOOOO!

STAND CLEAR!

NO! HE'S DEAD! MY ONLY FRIEND IN THE WORLD!

THEY TOOK HIM FROM ME!

"FRED J. DUKES HAS A FRIEND-- LET'S KILL HIM!" THAT'S WHAT THEY SAID!

I'LL MAKE THEM PAY! ALL OF THEM!

AND SO, BLINDED BY THE PAIN OF HIS GRIEF, THE BLOB LURCHES OUT INTO THE NIGHT VOWING TO MAKE OTHERS KNOW LIKE PAIN!

WHILE NEARBY, THE RAYS OF THE SETTING SUN...

...FILTERING THROUGH THE SLATS OF A HALF-DRAWN VENETIAN BLIND, HELP ROUSE A CERTAIN PETER PARKER, BETTER KNOWN AS THE SPECTACULAR SPIDER-MAN!

YAWN! I DON'T KNOW WHICH TIRED ME OUT MORE, SAVING THE UNIVERSE--

--OR SPENDING AN EVENING MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT.

LOOKS LIKE I MANAGED TO SLEEP THE DAY AWAY.

I'D BETTER GET DRESSED AND GET OUT OF HERE. I'VE GOT A WHOLE LOST WEEK TO MAKE UP FOR.

HERE COMES MY COSTUME *FLOWING* ACROSS THE FLOOR TOWARDS ME.

I WONDER IF I'LL EVER GET USED TO THE WAY IT SEEMS TO OBEY MY VERY THOUGHTS--

--TURNS INTO STREET CLOTHES WHEN I NEED 'EM, OR MY SPIDEY SUIT WHEN *THAT'S* CALLED FOR.

IF I COULD TEACH IT TO SHAVE ME I'D REALLY HAVE A GOOD THING GOING!

PARKER!

MRS. MUGGINS. HOW'S NEW YORK'S FINEST LANDLADY DOING THIS EVENING?

DON'T TRY TO SWEET TALK ME! YOUR RENT'S OVERDUE BY A WEEK! PLUS, I SAW THAT WEIRD CHICKIE OF YOURS SNEAKIN' OUT OF YOUR APARTMENT THE OTHER NIGHT!

YOU KNOW, THE ONE WITH THE MASK AND THE BLACK SILK LONG JOHNS.

THE BLACK CAT--HERE?!

I RUN A CLEAN HOUSE HERE, PARKER. I DON'T WANT NONE OF THAT KINKY STUFF GOING ON! AND I WANT MY RENT. PRONTO!

YES, MA'AM!

NOW WHAT ON EARTH WAS THE CAT DOING AT MY APARTMENT? AND HOW COULD SHE HAVE BEEN SO CLUMSY AS TO LET MRS. MUGGINS SEE HER? I'M GOING TO HAVE TO HAVE A TALK WITH THAT GIRL.

BUT MORE IMPORTANTLY, I'VE GOT TO EARN SOME MONEY!

CUISINE

WHEN FREELANCERS TAKE A WEEK OFF FROM WORK TO SAVE THE UNIVERSE, NOBODY PAYS THEIR BILLS FOR THEM.

LIKE I ALWAYS SAY: "WITH GREAT RESPONSIBILITY COMES GREAT INDEBTEDNESS."

AND SOON, IN MIDTOWN...

DAILY BUGLE

I'LL JUST DROP BY THE BUGLE TO SEE IF ROBBIE'S GOT ANY PHOTO ASSIGNMENTS FOR ME. AH, HERE WE ARE NOW.

HELLO! ANYONE HERE SEE JOE ROBERTSON AROUND?

HEY, LOOK WHO JUST BREEZED IN.

PETER PARKER, PHOTOGRAPHER TO THE STARS!

SAY, PARKER, HOW LONG YOU BEEN STRINGING ALONG THAT BLACK CAT CUTIE?

BLACK CAT--?

SHE CAME BY LOOKING FOR YOU, PETER. I NEVER KNEW YOU KEPT SUCH GLAMOROUS COMPANY BEFORE.

IF SPIDER-MAN FINDS OUT YOU'RE TRYING TO BEAT HIS TIME, YOU COULD BE IN TROUBLE, PARKER.

ER... YEAH, WELL, I'LL TRY TO KEEP A LOW PROFILE.

FINALLY...

YES, PETER, MR. ROBERTSON IS STILL IN BUT HE'S TRYING TO PUT THE LATE EDITION TO BED. HAVE A SEAT AND HE'LL CALL YOU WHEN HE'S FREE.

THANKS, BETTY.

TIME PASSES...

...SLOWLY...

UNTIL...

PETE. SORRY TO HAVE KEPT YOU. I WAS JUST FINALIZING THE FRONT PAGE FOR THE LATE EDITION.

THAT'S OKAY, JOE. NOW THAT YOU'RE EDITOR IN CHIEF, I'M SURE YOU'VE GOT RESPONSIBILITIES OUT THE WAZOO!

THAT'S FOR SURE. NOW, WHAT CAN I DO FOR YOU, PETE?

WELL, I WAS HOPING YOU MIGHT HAVE AN ASSIGNMENT FOR ME.

I'M AFRAID NOT. I HELD JOBS FOR YOU FOR DAYS, BUT YOU WERE NOWHERE TO BE FOUND. FINALLY, I I HAD TO GIVE THEM TO OTHER PHOTOGRAPHERS.

YOU JUST DISAPPEARED OFF THE FACE OF THE EARTH, PETER. YOU WERE LUCKY THE SPORTS DEPARTMENT HAD THAT FOOTBALL ASSIGNMENT LYING AROUND THE OTHER DAY.*

*SEE AMAZING SPIDER-MAN #253, ON SALE NOW--DANNY.

BUT FREELANCERS HAVE TO BE ACCESSIBLE, OR WHAT USE ARE THEY?

I-I KNOW, ROBBIE. BUT IT COULDN'T BE HELPED... REALLY! AND I'M IN A BIND FOR MONEY RIGHT NOW.

UH-HUH! WELL, LOOK, PETER, I'M VERY BUSY RIGHT NOW. BUT IF ANYTHING COMES UP I'LL CALL YOU... IF I CAN REACH YOU!

THANKS LOADS!

LATER, BACK AT HIS CHELSEA APARTMENT...

MAN, IT'S NOT LIKE ROBBIE TO BE THAT COLD. I WONDER IF HIS PROMOTION IS GOING TO HIS HEAD.

AW... BE FAIR TO THE MAN, PARKER. HE'S GOT A LOT OF ADDED RESPONSIBILITY AND PRESSURE ON HIM. HE'LL STRAIGHTEN OUT.

10

BESIDES, HOW WAS HE TO KNOW I WAS ONE OF THE MISSING SUPER HEROES?

BUT I'VE GOT OTHER PROBLEMS... LIKE AUNT MAY'S BEING TOTALLY FREAKED OUT WHEN I TOLD HER I HAD DROPPED OUT OF SCHOOL.* I'D BETTER GIVE HER A CALL.

*ASM #253--D

SHE WAS SO ANGRY AT ME...BUT I'M SURE SHE'S GOTTEN OVER IT BY NOW.

HELLO! NATE... THAT YOU? I'D LIKE TO SPEAK TO MY AUNT, PLEASE.

NATHAN, THE PHONE IS RINGING. CAN YOU GET--OH...

PETER! GOOD TO HEAR FROM YOU, LAD!

IS YOUR AUNT IN--?

ABSOLUTELY NOT!

ER... SORRY, NO. SHE'S OUT.. ER... SHOPPING.

I...SEE. YEAH. GOODBYE.

BLAST!

K-CHING

I HEARD AUNT MAY TALKING IN THE BACKGROUND. I CAN'T BELIEVE SHE'S BEING SO *STUBBORN* ABOUT THIS.

I KNOW MY EDUCATION MEANT A LOT TO HER, BUT...

NOK

NOK

EH--? SOMEONE AT THE DOOR.

WHY-- FLASH THOMPSON!

HI, PETE. HOPE YOU DON'T MIND MY COMING BY THIS LATE.

NOT AT ALL. I COULD USE SOME COMPANY ABOUT NOW. THINGS HAVE BEEN GOING A LITTLE ROUGH FOR ME TODAY.

TELL ME ABOUT IT. MY LIFE HAS NEVER BEEN SO FOULED UP. I'VE JUST GOTTA TALK TO SOMEBODY ABOUT IT, AND I DIDN'T HAVE ANYONE ELSE TO TURN TO.

BUT WHAT ABOUT YOUR GIRLFRIEND, SHA SHAN?

SHE'S THE PROBLEM. WELL, PART OF IT, ANYWAY.

AFTER THAT CRAZY ADVENTURE THAT BROUGHT HER OVER HERE FROM VIET NAM, SHE AND I STARTED DATING... THEN WE GOT MORE AND MORE SERIOUS -- SPENDING ALL OUR TIME TOGETHER...

EVERYTHING WAS FINE AT FIRST. BUT THEN SHE BEGAN CHANGING.

SHE USED TO BE THE IDEAL WOMAN: SWEET, LOVING, SUPPORTIVE. BUT SHE STARTED TAKING THOSE ADULT EDUCATION CLASSES AND GETTING OUT ON HER OWN...

SOMETHING'S HAPPENED TO US... I DON'T SEEM TO RATE ANYMORE!

BUT DON'T YOU SEE, FLASH? SHE'S JUST... GROWING. SHE CAME FROM A CULTURE WHERE WOMEN ARE MUCH MORE REPRESSED. NATURALLY, WHEN SHE MOVED TO THIS COUNTRY...

I-I SUPPOSE. BUT I DON'T LIKE IT. AND THIS WHOLE THING ABOUT ME BEING OUT IN THE "REAL WORLD" GETS TO ME.

BACK IN HIGH SCHOOL I WAS HOT STUFF. CAPTAIN OF THE FOOTBALL TEAM-- B. M. O. C.* EVEN AFTER THAT, WHEN I WAS IN THE ARMY AND IN COLLEGE FOR A WHILE, THINGS WEREN'T TOO BAD.

*BIG MAN ON CAMPUS -- DANNY.

BUT NOW, IT'S LIKE NOBODY KNOWS WHO I AM... OR CARES.

YOU WERE ALWAYS SORT OF AN OUTCAST IN HIGH SCHOOL, BUT YOU SEEM TO BE DOING OKAY NOW. WHAT'S THE SECRET?

THERE'S NO SECRET, FLASH, YOU JUST HAVE TO...

GOOD GRIEF! AT MY WINDOW. THE BLACK CAT! CAN'T LET FLASH SEE HER!

ER... LOOK, FLASH, I JUST REMEMBERED AN URGENT APPOINTMENT. WE'LL CONTINUE THIS TALK LATER, OKAY?

HUH--? BUT I--

REALLY, FLASH, I'LL CALL YOU. I'M SORRY ABOUT THIS. BUT I'VE *GOT* TO GO!

YEAH! SURE! I GET IT.

I GET IT ALL RIGHT, PARKER. YOU LET ME BELIEVE YOU'RE MY FRIEND, LET ME SPILL MY GUTS OUT TO YOU, THEN GIVE ME THE BUM'S RUSH.

SLAM!

I'LL BET YOU'RE LAUGHING UP YOUR SLEEVE AT ME RIGHT NOW. I THOUGHT YOU WERE A CREEP BACK IN HIGH SCHOOL, AND ONCE A CREEP, ALWAYS A CREEP.

BUT I'LL SHOW YOU! AND SHA SHAN, TOO! I'LL SHOW YOU ALL!

WHILE BACK WITHIN PETER'S APARTMENT...

GET IN OFF THAT LEDGE! WHAT THE DEVIL ARE YOU TRYING TO DO, CAT?

IF YOU'RE THAT DETERMINED TO TELL THE WORLD THERE'S A CONNECTION BETWEEN YOU AND PETER PARKER, WHY NOT JUST PUT UP A BILLBOARD ON THE SIDE OF THE BUILDING?!

WELL THERE REALLY ISN'T ANY CONNECTION BETWEEN ME AND THAT PARKER PERSON. IT'S MY SPIDER I'M INTERESTED IN.

C'MON CAT. I *AM* SPIDER-MA--

SHHH! I HAD A GOOD REASON FOR COMING BY! THERE'S AN EMERGENCY! IT CAN'T WAIT. YOU *MUST* CHANGE TO SPIDER-MAN.

SHE MEANS IT! OKAY, THEN, I FELT TERRIBLE HAVING TO THROW FLASH OUT, BUT I GUESS HIS PROBLEMS WILL HAVE TO WAIT.

=GASP=

YOU WANT SPIDER-MAN? YOU GOT HIM! COURTESY OF MY NEW, CONVERTIBLE SPIDEY DUDS!

MOMENTARILY, AS THE DARK-CLAD DUO EXITS FROM THE SKYLIGHT ATOP PETER PARKER'S APARTMENT...

NOW, WHAT'S THIS EMERGENCY?

HE'S NOT FAR FROM HERE! A MAN, LIKE I'VE NEVER SEEN BEFORE. HE'S ON A RAMPAGE!

AND THERE HE IS!

THE BLOB! I'VE HEARD OF HIM. FOUGHT THE X-MEN A COUPLE OF TIMES. BUT THERE SEEMS TO BE NO PURPOSE IN HIS RAMPAGE. HE'S JUST GOING BERSERK!

CAT, I'M GOING TO TACKLE HIM. YOU STAY HERE.

B-BUT I BROUGHT YOU HERE SO I COULD SHOW YOU HOW WELL WE CAN WORK *TOGETHER!*

AND PART OF TEAMWORK IS HAVING A BACK-UP WHEN YOU NEED ONE! I LEARNED THAT WHEN I HELPED OUT THE AVENGERS RECENTLY.

I'M NOT JUST TRYING TO PROTECT YOU, I NEED YOU HERE IN CASE I GET INTO TROUBLE. MEANWHILE, TAKE THIS.

YOUR CAMERA?!

YEP! I'M A FREELANCE PHOTOGRAPHER, REMEMBER? AND A STARVING ONE AT THAT! SOME ACTION SNAP-SHOTS OF SPIDER-MAN IN HIS NEW COSTUME OUGHT TO BE WORTH SOMETHING!

BESIDES, IT'LL BE NICE TO HAVE SOME PICS THAT AREN'T ALL SHOT FROM THE SAME PLACE, LIKE THEY ARE WHEN I WEB MY CAMERA TO A WALL.

BE SURE AND GET MY BEST SIDE NOW, SWEETHEART!

GERONIMO!

SPLUBP

"SPLUBP"? WHAT KIND OF SOUND IS THAT? USUALLY WHEN I HIT A BADDIE I HEAR "POW" OR "BRAKT"... BUT "SPLUBP"? SHEESH.

ALWAYS PICKIN' ON ME! LOST MY BUDDY AND NOW ANOTHER ONE'A YOU HERO TYPES IS PICKIN' ON ME.

YOU NEVER COULD'A KNOCKED ME DOWN IF I'D *PLANTED* MYSELF! BUT I WAS FEELIN' SO BAD --WASN'T PAYIN' ATTENTION.

I DON'T KNOW WHAT YOU'RE MOANING ABOUT, SLIM, BUT YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS HERE TO SEE YOU DON'T GO TEARING UP THE CITY ANYMORE.

SAY, DID ANYONE EVER TELL YOU YOU'VE GOT A BAAAAD CELLULITE PROBLEM?!

KEEP MAKIN' WITH THE JOKES, RUBE.

BUT MEANWHILE, THE BLOB'S GOT YA!

MY ARM--IT'S STUCK! GOTTA PULL IT LOOSE!

HA! ONCE YOU SUNK YOUR FIST INTO MY PROTECTIVE LAYERS OF FAT, IT WAS EASY FOR ME TO TIGHTEN UP MY MUSCLES AND HOLD YOU!

TH-THIS IS EMBARRASSING! I FEEL LIKE I'M LOSING A FIGHT WITH THE PILLSBURY DOUGH-BOY!

MEANWHILE, OBSERVING THE BATTLE FROM AN UNOBTRUSIVE VANTAGE POINT, A FIGURE LURKS IN THE SHADOWS...

AH, I HAD HOPED TO GET A CHANCE TO OBSERVE SPIDER-MAN IN ACTION BEFORE I, MYSELF, FACE HIM!

U.S. MAIL

IF HE SURVIVES *THIS* ENCOUNTER, I SHOULD GLEAN ALL THE INFORMATION I NEED ABOUT HIS POWERS AND HIS NEW COSTUME.

THEN, WHEN I CONFRONT HIM, HE WILL BE HELPLESS, POWERLESS TO DEFEAT ME!

LET US HOPE, THEN, THAT HE DOES SURVIVE THE FIGHT WITH HIS ROTUND FOE, SO THAT *I* MAY BE THE ONE TO HUMBLE HIM.

STRUGGLE ALL YOU WANT, TWERP. WHEN THE BLOB'S GOT YOU, YOU STAY GOT!

LOOK, PAL-- LIKE THE BAKER SAID TO THE INSTANT BREAD: I DON'T *KNEAD* THIS!

YOK IT UP WHILE YOU CAN, SPIDER-MAN!

BUT YOU'RE MESSIN' WITH A GUY WHO NEARLY FOUGHT THE HULK TO A STANDSTILL!

I'LL BREAK YOU LIKE A TWIG!

AS THE BLOB FORCES THE WALL CRAWLER BACK... EVER BACK... THERE IS ONE **OTHER** ROOFTOP OBSERVER WHO IS CONCERNED WITH THE OUTCOME...

NO! THAT FAT CREEP IS TORTURING MY SPIDER! I'LL DITCH THIS CAMERA...

...AND HELP MY LOVER OUT!

SURPRISE, CHUNK-STYLE! SPIDER-MAN ISN'T TRAVELING ALONE THESE DAYS!

WHA-?!

CAT--NO! HE'S TOO DANGEROUS!

DON'T WORRY, LOVER! I'VE GOT A GOOD GRIP ON HIM!

IN A MINUTE HE'LL BE OUT COLD, CHOKING FROM MY ROPE!

=GAK!=

HUH?

NICE TRY, CHICKIE, BUT IT WON'T WASH!

MY MUTANT POWERS MAKE IT ALMOST IMPOSSIBLE FOR ME TO BE HURT! I CAN BARELY FEEL THAT LITTLE THREAD OF YOURS!

BUT JUST WAIT TILL I GET MY HANDS ON YOU!

CAT, BEAT IT! NOW!

I'M GONE!

OOF!

BAD LUCK! I WASN'T PLANTED SO I LOST MY BALANCE!

BAD LUCK, ALL RIGHT-- CAUSED BY ME!

YOU GUYS'LL PAY FOR THIS! JUST LIKE I'M GONNA MAKE EVERYBODY PAY!

OKAY, CAT. THANKS FOR BAILING ME OUT! I'LL HANDLE THINGS FROM HERE!

WHAT? BUT I--

HEY!

NO TIME TO DISCUSS IT!

PWIP

MOVING WITH A SPEED WHICH IS PRETTY MUCH WHAT ONE WOULD EXPECT FROM SOMEONE OF HIS BULK, THE BLOB LURCHES TOWARDS SPIDEY...

...WHO DODGES EASILY.

BUT...

YOU DON'T GET AWAY THAT EASY! I'LL SMASH YOU LIKE THE BUG YOU ARE!

SPIDER!

I'LL SAVE YOU!

ARE YOU GETTIN' ON MY BACK AGAIN? NOW THAT I'M RID OF YOUR BOYFRIEND, I'LL SCRAPE YOU OFF... FOR GOOD!

SKRASH

BY TRYING TO HURT *ME*, THE BLOB WILL CAUSE BAD LUCK TO BEFALL *HIMSELF* AGAIN. BUT WHAT WILL IT BE--?

LOOK OUT!

ARRGHH! SCALDING HOT SOUP, SPILLING ALL OVER ME!

HEY, HENRI, IS THAT SOUP READY YET? THE--YOW!

MY MASTERPIECE ...SHE IS RUIN! QUEL DOMAGE!

ALL RIGHT, CHILDREN, IT TAKES MORE THAN A LITTLE HOT SOUP TO SLOW DOWN THE BLOB! NOW I'M GONNA GRIND YOU INTO THE MAIN COURSE.

SHEESH! WHAT DOES IT TAKE TO STOP THIS GUY? HE MAY LOOK LIKE A REFUGEE FROM WEIGHT WATCHERS, BUT HE'S NEARLY AS UNBEATABLE AS THE JUGGERNAUT!

DON'T WORRY, SPIDER, I WON'T LET HIM HURT YOU!

YEAH?! WHAT'RE YA GONNA DO TO SAVE YOURSELF, SWEETS? ONCE I GET A HOLD OF YOU, I'M GONNA MAKE YOU WISH YOU'D NEVER BEEN--

BORRRRRN

I CAN'T BELIEVE IT! THE ASPHALT JUST GAVE WAY BENEATH ME!

MY LUCK'S GOIN' FROM BAD TO WORSE!

KRUMMP

THAT'LL TEACH YOU TO CROSS THE BLACK CAT'S PATH!

REALLY! WITH YOUR LOOKS AND SUCH ANTI-SOCIAL BEHAVIOR HOW DO YOU EXPECT TO MAKE ANY FRIENDS, BLOBBY?

FRIENDS? I--I HAD A FRIEND!

WATCH IT, CAT! HE'S HAULING HIMSELF OUT!

HERE HE COMES AGAIN! GET READY!

HE WAS MY ONLY FRIEND IN THE WHOLE WORLD, AND NOW...

...NOW HE'S DEAD!

NO... NO MORE FIGHTIN'!/

WH-?/ CAN YOU BELIEVE IT?

HE'S PASSING US RIGHT BY-- AS IF ALL THE FIGHT'S GONE OUT OF HIM!/

Genuine SWISS ARMY KNIVES

Cola 8:27

POPEYES

007 NEVER SAY N AGAIN

Victoria

WHAT IS HE MUMBLING ABOUT? SOME FRIEND OF HIS DIED?

I GUESS SO. IT LOOKS LIKE HE JUST WENT OUT OF CONTROL BECAUSE HE WAS GRIEF-STRICKEN.

GEE--I--I ALMOST FEEL SORRY FOR THE POOR SLOB.

N-NO MORE FIGHTING! I'M TIRED OF FIGHTING. SO TIRED -- I...

I JUST WANT TO BE LEFT ALONE... ALONE...

I'M ALL ALONE NOW. SO ALONE...

HOONNK

TOOT

BEEP

HEY, FATSO, MOVE IT! YOU'RE BLOCKING PROGRESS!

I JUST REALIZED WE FOUGHT OUR WAY UPTOWN RIGHT INTO TIMES SQUARE!

AND THE BLOB'S PLUNKED HIMSELF DOWN IN THE MIDDLE OF THE INTERSECTION OF BROADWAY AND 42nd STREET!

AND JUST IN TIME FOR THE MORNING RUSH HOUR, TOO!

TAXI

WELL, CAT, YOU REALLY HANDLED YOURSELF GREAT OUT THERE. YOU DID BETTER AGAINST THE BLOB THAN I DID!

I GUESS I *WAS* BEING OVER-PROTECTIVE TRYING TO KEEP YOU OUT OF THE ACTION. FORGIVE ME?

WELL, UH...

SURE! I TOLD YOU I WOULDN'T BE A HINDRANCE TO YOU, SPIDER.

MAYBE I SHOULD *TELL* HIM ABOUT MY NEW POWERS. BUT HOW WOULD HE REACT?

WHAT WOULD HE THINK IF HE LEARNED THAT I STRUCK A BARGAIN WITH HIS ARCH-FOE, THE KINGPIN, IN ORDER TO GAIN THOSE POWERS?

IT FIGURES I'D FIND YOU TWO INVOLVED WITH THIS.

CAPTAIN DEWOLFF!

THAT *IS* YOU IN THE NEW COSTUME I HEARD ABOUT, ISN'T IT, SPIDER-MAN?

YEP!

HOW'S MY FAVORITE POLICE OFFICER THIS MORNING?

CUT THE SMALL TALK, SPIDER-MAN! WE GOT THE REPORT ABOUT THE BLOB TEARING UP THE NEIGHBORHOOD BUT-- I SEE YOU TWO HAVE TAKEN ALL THE FIGHT OUT OF HIM!

RIGHT, GLAD TO BE OF SERVICE TO NEW YORK'S FINEST, CAP--

NEVER MIND THAT!

HE'S CAUSING TRAFFIC TIE-UPS AND GRIDLOCKS ALL OVER THE CITY. OUR PROBLEM NOW IS HOW TO GET HIM TO MOVE!

UH-UH! *YOUR* PROBLEM, CAPTAIN! WE STOPPED HIS DESTRUCTIVE RAMPAGE... TRAFFIC PROBLEMS WE LEAVE TO THE POLICE! TA-TA!

BU-BUT--! WAIT! COME BACK HERE! I--AH NUTS!

AND AS THE POLICE TRY TO DETERMINE A WAY TO MOVE A MAN WHO CANNOT BE MOVED, NEW YORK CITY SUFFERS FROM THE WORST CASE OF TRAFFIC CONGESTION IN ITS HISTORY...

HONK HONK HONK

MOVE IT OR LOSE IT!

SOB

BEEP

I'D HATE TO BE WAITING FOR AN AMBULANCE

WHAT'S THE HOLD UP?

PULL OVER!

NEW YORK NEW YORK--

NO, *YOU* PULL OVER!

HONK

BLEET

#$%*!! TRAFFIC!

BE HERE AS SPIDEY AND THE BLACK CAT FACE A MYSTERIOUS NEW FOE:

NEXT ▶ THE ANSWER!

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
254
JULY
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

BACK OFF, WALL-CRAWLER! THE BATTLE VAN IS *MINE!*

NO! NOT... *YOU!*

LEONARDI & RUBINSTEIN

STAN LEE PRESENTS THE AMAZING SPIDER-MAN IN...

WITH GREAT POWER...

AT LAST! THE CITY'S FINALLY GOTTEN AROUND TO HAULING THE *HOBGOBLIN'S* BATTLE WAGON OUT OF THE HUDSON.

IT'S ABOUT TIME. THAT THING CRASHED INTO THE RIVER WEEKS AGO. *

TOM DEFALCO -- *WRITER*
RICK LEONARDI -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

NYPD

NY

*SEE ISSUE #251 --DANNY.

BUT IT SEEMS LIKE ONLY YESTERDAY TO ME...

"I HAD FINALLY TRACKED THE HOBGOBLIN TO HIS SECRET HEADQUARTERS.

"WHEN HE TRIED TO ESCAPE, I HITCHED A RIDE ON HIS BATTLE VAN...

"AS SOON AS I ENTERED IT, HE ACTIVATED ITS INCREDIBLE AUTO-GUIDANCE SYSTEM.

"TALK ABOUT YOUR SOPHISTICATED HARDWARE!

"WHILE WE FOUGHT, IT MANAGED TO STEER THE VAN SAFELY THROUGH TRAFFIC--

"--UNTIL WE HAD CROSSED THE ENTIRE CITY, AND RUN OUT OF ROADWAY...

"THE BATTLE WAS TURNING MY WAY...WHEN THE VAN'S AUTO-DESTRUCT SYSTEMS WERE ACTIVATED--

KA-WAM!

"THE HOBGOBLIN AND I WERE SEPARATED IN THE BLAST. AS SOON AS I COULD, I RETURNED TO THE WRECKAGE TO SEARCH FOR HIM.

"THE VAN WAS STILL PRETTY MUCH INTACT--BUT HE WAS NOWHERE TO BE FOUND! HE HAD *VANISHED* --LEAVING ONLY ONE TRACE BEHIND--

"--HIS MASK!"

SO MUCH HAS HAPPENED TO ME SINCE THEN.

HECK I'VE BEEN TO THE OTHER END OF THE UNIVERSE*--

*FOR DETAILS, SEE THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES --DANNY.

--AND I EVEN HAVE A NEW COSTUME...ONE WHICH OBEYS MY EVERY THOUGHT!

REACTING TO SPIDER-MAN'S UNSPOKEN COMMAND, HIS AMAZING COSTUME OPENS A WIDE SEAM TO RECEIVE HIS CAMERA.

MOMENTS LATER--

--RESPONDING TO A SECOND COMMAND, THE COSTUME DISGORGES ONE OF HIS MICROELECTRONIC TRACER BUGS...

MAYBE IT'S ONLY PARANOIA ON MY PART--

--BUT I REALLY WANT TO KEEP TABS ON THIS BABY.

AFTER ALL, I SURVIVED THAT UNDERWATER EXPLOSION. MAYBE THE HOBGOBLIN DID, TOO.

IF HE IS ALIVE, HE'LL WANT HIS WHEELS BACK.

THEN, AS SPIDER-MAN WEB-SWINGS AWAY--

--AN ELDERLY JOGGER TAKES SPECIAL NOTE OF THE BATTLE VAN...

LOOKS LIKE THE FLATBED IS FINALLY PULLING OUT.

GOOD. I WAS GETTING TIRED OF RUNNING AROUND THIS STUPID BLOCK.

NOW, I CAN MAKE MY REPORT, AND GO HOME.

THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD, I REPEAT...

...THE VAN HAS JUST LEFT FOR THE POLICE IMPOUND YARD!

MEANWHILE...

I'VE GOT TO SEE THE *BLACK CAT* LATER. I STILL HAVE THE FEELING SHE'S KEEPING SOMETHING FROM ME, BUT WE HAVEN'T HAD A CHANCE TO TALK SINCE WE FOUGHT *THE BLOB* LAST WEEK!*

I'VE ALSO GOT TO GIVE MY AUNT MAY A CALL!

*SEE *SPECTACULAR SPIDER-MAN* #91 --DANNY.

SHE'S BEEN REAL UPSET WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL.*

I'VE JUST GOT TO MAKE HER UNDERSTAND WHY I DID IT. SHE MEANS SO MUCH TO ME.

*LAST ISSUE --D.

MOMENTS LATER...

@xx☆#@%! PHONE COMPANY!

HI THERE!

I'D LIKE THAT PHONE WHEN YOU'RE DONE.

G-GO R-RIGHT A-AHEAD.

THANKS.

SOON, IN *FOREST HILLS, QUEENS*...

RINGGG

I'LL GET IT!

VICTOR PALERMO! WHO APPOINTED YOU "MR. TELEPHONE"? WHY DO YOU ALWAYS HAVE TO ANSWER THAT THING?

BE QUIET, HARRIET! CAN'T YOU SEE I'M ON THE PHONE?!

THE BOYS AT MITCHELL'S WILL NEVER BELIEVE THIS ONE.

SOUNDS LIKE THE PALERMOS ARE STILL AT IT!

THEY'VE BEEN ARGUING NON-STOP EVER SINCE THEY MOVED INTO AUNT MAY'S BOARDING HOUSE FOR SENIOR CITIZENS.

HELLO, VICTOR...

Phone

THAT *YOU*, PETER?

"YES, IT'S ME. IS MY AUNT HOME?"

OH, DEAR. I HAVE TOO MANY CARDS AGAIN.

THAT'S YOUR FIFTH MISDEAL, MARTHA.

HUSH UP, NATHAN LUBENSKY! *DRAW POKER* IS YOUR GAME. I WANTED TO PLAY *GO FISH*.

I HATE TO INTERRUPT YOU HIGH ROLLERS--

BUT MAY'S NEPHEW IS ON THE PHONE.

P-PETER--?

MAY, PLEASE--! IT'S TIME YOU SPOKE TO THE BOY.

NO, NATHAN. I...I CAN'T.

HE DECIDED TO DROP OUT OF COLLEGE ON HIS OWN...

...AND NOW HE WANTS ME TO FORGIVE HIM FOR THROWING AWAY HIS FUTURE.

WELL, I *WON'T!*

SHE...SHE WON'T EVEN COME TO THE PHONE?!

Phone

I... SEE...

MOMENTS LATER...

SHE MUST BE EVEN ANGRIER THAN I THOUGHT. THIS IS THE *SECOND* TIME SHE REFUSED TO SPEAK TO ME!

WHAT CAN I DO?!

I WAS RAISED BY MY AUNT MAY--AND I JUST CAN'T STAND IT WHEN THERE'S FRICTION BETWEEN US.

DAILY BUGLE

DAILY BUGLE

DAILY BUGLE

HEY! THAT TRUCK IS PICKING UP ITS DAILY RETURNS.

I'LL JUST HITCH A RIDE.

IT'S GOTTA BE HEADING BACK TO--

"--THE *DAILY BUGLE!*"

DAILY BUGLE

DAILY BUGLE

SOON, AT THE LOADING DOCKS LOCATED IN THE REAR OF THE FAMOUS BUILDING...

END OF THE LINE!

DAILY BUGLE

THE PIX I TOOK EARLIER AREN'T EXACTLY FRONT PAGE MATERIAL--BUT MAYBE I CAN SELL THEM, ANYWAY...

...IF IT'S BEEN A SLOW NEWS DAY.

UH-OH!

LOOK! IT'S THAT SPIDER-GUY!

HE'S GOT NO BUSINESS HERE!

EXIT

STOP HIM!

YEOW!

SLAMM!

EXIT

WHAT A LEAP!

HE DUCKED INTO THE STAIRWELL!

OPEN UP! LET US IN!

BWAM!

BWAM!

HHM! MAYBE THIS WASN'T SUCH A HOT IDEA. THE CITY ROOM IS ON THE SEVENTEENTH FLOOR. I'VE GOT A LONG HIKE AHEAD OF ME.

A LITTLE WEBBING SHOULD GUARANTEE ME SOME PRIVACY--WHILE MY COSTUME DOES ITS THING. IT CAN ASSUME ANY APPEARANCE I WANT.

MEANWHILE...

THE TRUCK IS PASSING CHECKPOINT FOUR.

HOWEVER, IT HAS PICKED UP A POLICE ESCORT.

POLICE

THE BUGLE

DON'T WORRY! I ANTICIPATED THAT EVENTUALITY.

IN FACT...

"...CERTAIN STEPS ARE ALREADY BEING TAKEN...

"...TO *RESOLVE* THAT PROBLEM!"

FWAK!

÷UFFF÷

UNNN!

EASY, KID! WE'VE ALREADY RADIOED FOR AN AMBULANCE.

POLICE

YOU MIGHT AS WELL GO ON WITHOUT US, BERNIE. WE COULD BE TIED UP HERE FOR HOURS.

EVERYTHING WENT ACCORDING TO PLAN. THE TRUCK IS LEAVING ...ALONE.

GOOD. KEEP IT IN SIGHT!

SIX CITY-BLOCKS LATER...

IT'S IN POSITION.

KLICK-

BIZZIT!

HEY!

THAT LIGHT CHANGED AWFULLY FAST, DIDN'T IT?

FORGET THE STUPID LIGHT, BERNIE--

--AND CHECK OUT THE BABE IN THE NEXT CAR!

OH, MAMA!

ACE

HOW'S IT HAPPENING, SWEET THING?

ACE

GIGGLE

UNNOTICED BY THE TRUCKERS, A CRANE WITH A MAGNETIC HOIST SWINGS OUT FROM A NEARBY CONSTRUCTION SITE...

AND THEN...

WAKE UP, ROMEO.

GREEN LIGHT!

YEAH, YEAH...

...I SEE IT!

VROOM!

AS THE FLATBED SLIPS INTO GEAR, AND ROLLS FORWARD--

--THE STOLEN BATTLE WAGON IS SWUNG INTO THE CONSTRUCTION SITE!

HA! THOSE TWO CLOWNS DON'T EVEN REALIZE THEY'VE BEEN RIPPED OFF!

ELSEWHERE, AT THAT PRECISE MOMENT...

HOW DID YOU DO TODAY, PETER?

NOT GOOD, BETTY. I COULDN'T INTEREST ANY OF THE EDITORS IN THE PICTURES I TOOK THIS MORNING.

COULD I LEAVE 'EM WITH YOU IN CASE SOMEBODY HAS A CHANGE OF HEART?

SURE.

DON'T LOOK SO DOWN. I'M SURE YOU'LL PICK UP A FREELANCE PHOTO ASSIGNMENT BEFORE THE DAY IS THROUGH.

SURE, IF LANCE BANNON DOESN'T BEAT ME TO IT.

I WOULDN'T WORRY ABOUT HIM. HE USED TO BE YOUR MAIN COMPETITION--BUT HE HASN'T SHOWN HIS FACE IN WEEKS.

THAT MAN IS KILLING ME!

SOMETHING WRONG, MR. FALCONE?

JOE ROBERTSON IS IMPOSSIBLE! HE MADE ME CHANGE MY HEADLINE COPY THREE TIMES! *THREE TIMES!*

CAN'T HE MAKE UP HIS MIND?

SECONDS LATER...

WHERE DID FALCONE GO?

THE TYPE-SETTING DE-PARTMENT!

GOOD, I JUST THOUGHT OF AN-OTHER WAY TO IMPROVE THAT HEADLINE.

WHAT'S WITH ROBBY LATELY? HE SEEMS TO BE PUTTING HIMSELF--AND HIS PEOPLE--UNDER ONE HECK OF A STRAIN!

HE'S TAKING HIS NEW JOB AS *EDITOR IN CHIEF* VERY SERIOUSLY. I WISH PEOPLE WOULD UNDER-STAND THAT HE'S ONLY TRYING TO DO HIS BEST.

FOR ALL HIS FAULTS, MR. JAMESON IS ONE TOUGH ACT TO FOLLOW.

HEY, PARKER!

PHONE!

HELLO?

I THOUGHT I'D FIND YOU HERE.

KYLE BAKER B.G.

NATHAN--?!

LISTEN UP, BOY. I DON'T HAVE MUCH TIME. YOUR AUNT DOESN'T KNOW I'M CALLING.

I REALIZE THIS "COLLEGE THING" IS STRICTLY BETWEEN YOU AND HER--

--BUT YOU'RE BOTH ACTING LIKE STUBBORN FOOLS!

YOU TWO REALLY CARE ABOUT EACH OTHER. IT'S HIGH TIME YOU SETTLED THINGS.

MAY AND I ARE HAVING LUNCH RIGHT NOW AT GINO'S ON 72ND STREET...

I KNOW THE PLACE!

GINO'S

GINO'S

I CAN BE THERE IN THIRTY MINUTES! AND, NATHAN...

...THANKS!

OUR TABLE IS READY, DEAR.

WHO WERE YOU CALLING?

ER...I JUST WANTED TO KNOW THE CORRECT TIME. IT ISN'T AS LATE AS I THOUGHT.

THEY DON'T MAKE MANY LIKE NATHAN LUBENSKY, ANYMORE!

HEY, PARKER! COME HERE A MINUTE...

YEAH. WHY?

SOMETHING JUST CAME IN ON THE POLICE BAND ABOUT IT.

I WONDER WHAT WENDY THORTON WANTS WITH ME?

DIDN'T YOU TAKE PICTURES OF THAT STRANGE VAN THEY FISHED OUT OF THE HUDSON THIS MORNING?

IT NEVER REACHED THE POLICE IMPOUND YARD.

WHAT--?!

SEEMS LIKE IT JUST VANISHED. NO ONE KNOWS HOW.

I DON'T GET IT. THAT THING HAS BEEN RUSTING AT THE BOTTOM OF THE RIVER FOR WEEKS!

WHO COULD POSSIBLY HAVE ANY USE FOR IT NOW?!

WELL, PARKER, YOU'RE THE ONE WHO TOOK THE PICTURES.

WHAT DO YOU--

--THINK?

PARKER--?!

THAT VAN COULD LEAD ME STRAIGHT TO THE HOBGOBLIN--

--BUT NATHAN AND AUNT MAY ARE WAITING FOR ME!

THE NERVE OF THAT GUY!

WHO DOES HE THINK HE IS, ANYWAY?

I CAN'T LET AUNT MAY DOWN AGAIN--BUT THE HOBGOBLIN IS A RUTHLESS KILLER!

WHAT AM I GONNA DO? *WHAT?!*

HARRUPHH WONDER *WHERE* HE WENT--

"--AND *WHY?!*"

SOMETIME LATER...

MOVE IT, BOYS. MOVE IT!

WE DON'T WANT TO FALL BEHIND SCHEDULE!

HOW'S IT GOING, AL?

SLOW.

I COULD SPEND A WEEK ON THIS COMPUTER CONSOLE ALONE!

JUST CONCENTRATE ON THE AUTO-GUIDANCE SYSTEM.

WHAT'S IN THERE, LOU?

I DUNNO. LOOKS LIKE SOME KIND OF RE-ENFORCED COMPARTMENT. BUT WHAT'S ITS PURPOSE?

MAYBE IT WAS SUPPOSED TO BE AN EMERGENCY ESCAPE HATCH!

HEY!

WH-WHO ARE YOU?

GIMME A BREAK, PAL! MAYBE I *AM* WEARING A NEW COSTUME--

--BUT THAT FRIENDLY NEIGHBORHOOD *SPIDER-SIGNAL* SHOULD HAVE BEEN INTRO ENOUGH!

LISTEN, GUYS, I'M REALLY PRESSED FOR TIME TODAY. WHY DON'T WE JUST BYPASS THE USUAL BANTER--SO THAT YOU CAN TELL ME WHO'S PAYING YOU TO STRIP THE VAN!

IT'S A CINCH YOU EINSTEINS DIDN'T PLAN THIS HI-JACKING ON YOUR OWN!

BLAST HIM!

I WAS AFRAID YOU'D SAY SOMETHING LIKE THAT!

FWOK!

OH, WELL! I GUESS I COULD SPARE A FEW MINUTES FOR FUN AND GAMES--

FWAM!

--BUT ONLY BECAUSE YOU ASKED SO NICELY!

HI, CHUCKLES! YOU LOOK SO LONELY UP HERE!

=UFFF=

WHY DON'T WE JOIN YOUR FRIENDS BELOW?

THERE! ISN'T THAT BETTER?

PWOP!

UH-OH!

KA-VA-M!

LOOKS LIKE A NEW PLAYER HAS DECIDED TO JOIN THE PARTY!

BUT MY *SPIDER-SENSE* WARNED ME IN PLENTY OF TIME TO AVOID HIS CALLING CARD!

HA! HA! HA!

NICE MOVE, SPIDER-MAN! BUT I EXPECTED NO LESS FROM SOME-ONE WITH YOUR AMAZING ABILITIES!

THAT FIGURE GLIDING THROUGH THE DUST! IT'S *HIM!* IT'S GOTTA BE HIM!

THE HOBGOBLIN!

HARDLY! YOU DISAPPOINT ME, WEB-SWINGER! OUR PREVIOUS ENCOUNTER* SHOULD HAVE LEFT YOU WITH A MORE LASTING IMPRESSION OF ME!

JACK O'LANTERN!

YOU--?!

*SPECTACULAR SPIDER MAN #56-- DANNY!

BLAMM!

I DON'T GET IT! WHAT ARE YOU DOING HERE?

MY BUSINESS ISN'T YOUR CONCERN!

INCREDIBLE! HE'S EVEN FASTER THAN I REMEMBERED!

STRONGER, TOO!

THOSE BARRELS MUST WEIGH HUNDREDS OF POUNDS EACH!

WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN? WHY ARE YOU INTERESTED IN THIS VAN?

TELL ME!

YOU HAVE MANY QUESTIONS, SPIDER-MAN--

--BUT I'M TAKING THE ANSWERS AWAY WITH ME!

MUST LEAD HIM AWAY FROM THE VAN-- SO THAT MY MEN CAN FINISH THEIR WORK!

WHAM!

LOOKS LIKE IT'S *FOLLOW THE LEADER* TIME AGAIN! IT'S REAL OBVIOUS THAT JACK'S JUST TRYING TO SEPARATE ME FROM THE VAN--

--BUT HE DOESN'T KNOW ABOUT THE TRACER I PLANTED ON IT!

HERE I COME-- *READY OR NOT!*

⇒WHEW⇐ THERE GOES ONE TOUGH DUDE!

HE'S THE BOSS'S PROBLEM NOW! WE'VE GOT OUR OWN WORRIES!

THERE'S NO TIME TO FINISH STRIPPING THE VAN HERE!

WE'LL HAVE TO TAKE IT WITH US!

MOVE THAT TRACTOR TRAILER INTO POSITION!

HEY! GET A LOAD OF THIS --!

THAT DASH-BOARD JUST LIT UP LIKE A VIDEO ARCADE!

IT'S THE AUTO-GUIDANCE SYSTEM! SOMETHING MUST HAVE ACTIVATED IT!

BUT THAT'S *IMPOSSIBLE--!*

*BUT THEN, SUDDENLY, UN-EXPECTEDLY, THE BATTLE WAGON **ROARS** INTO LIFE!*

WHAT THE--?!

VROOM!

LOOK OUT!

IT'S TAKING OFF BY ITSELF!

WE BARELY HAD TIME TO LEAP FROM THE CAB!

KWAM!

WH-WHERE DO YOU THINK IT'S HEADING?!

I DUNNO. SOMEONE MUST BE DIRECTING IT BY REMOTE CONTROL-- BUT *WHO?!*

MEANWHILE...

HOW DOES HE DO IT? HE'S ACTUALLY KEEPING PACE WITH MY POGO PLATFORM!

DeFalco

BALONEY

PARK

HOT

FINGEROTH STEAM HEAT

BOINGG!

DON'T SLOW UP ON MY ACCOUNT, JACKIE! I LOVE THE EXERCISE.

ONE WAY

THESE HIGH SPEED CHASES ARE SO INVIGORATING!

HOW ABOUT WE GO ONCE MORE AROUND THE CITY?!

HEY, JACK! YOU NEVER TOLD ME WHAT YOU THINK OF MY NIFTY NEW COSTUME. PRETTY SPIFFY, HUH?

ANY FOOL CAN CHANGE HIS CLOTHES, WEB-SWINGER!

OH, YEAH?

BLAMM!

I DON'T SEE YOU WEARING A DESIGNER PUMPKIN!

GEE, I HOPE YOU GOT A GOOD DEAL ON THOSE CONCUSSION GRENADES--YOU SURE WASTE A LOT OF THEM!

GOOD LORD! I'VE NEVER SEEN SUCH AN INCREDIBLE DISPLAY OF SPEED AND AGILITY!

HE MUST POSSESS PHENOMENAL ENDURANCE!

UH-OH! HE'S GAINING ON ME!

BUT THEN...

OH, NO! LOOK AT THE TIME! I WAS SUPPOSED TO MEET NATHAN A HALF HOUR AGO!

WHAT CAN I DO?! I REALLY WANT TO PATCH THINGS BETWEEN ME AND MY AUNT MAY--BUT HOW CAN I LEAVE NOW--WHILE A MANIAC LIKE JACK O'LANTERN IS STILL FREE TO TERRORIZE THE CITY?!

EXPECTING SOMEONE--?

NO...OF COURSE NOT.

THEN, WHY DO YOU KEEP CHECKING YOUR WATCH?

DON'T LIE TO ME, NATHAN. YOU CALLED PETER, AND AND ARRANGED FOR HIM TO MEET US HERE--DIDN'T YOU?

WELL, I...

YES, I DID.

IT'S TIME YOU FACED HIM, MAY.

...BUT I WON'T KNOW WHAT TO SAY TO HIM.

PETER AND I USED TO BE VERY CLOSE--BUT HE'S CHANGED SO MUCH IN THE PAST FEW YEARS. I DON'T FEEL I KNOW HIM ANYMORE.

AREN'T YOU BEING A LITTLE UNFAIR, MAY?

THE PETER PARKER I USED TO KNOW WOULDN'T HAVE DROPPED OUT OF COLLEGE. HE WOULDN'T HAVE THROWN HIS FUTURE AWAY.

MAYBE I'M ONLY ACTING LIKE A FOOLISH, OLD WOMAN...

WE'VE BECOME STRANGERS, AND I DON'T THINK HE EVEN CARES...

HE HAD A SENSE OF RESPONSIBILITY!

MEANWHILE...

KER-ASH!

SPIDER-MAN IS JUST TOO FAST AND AGILE FOR ME! I'LL NEVER ESCAPE HIM IN THE OPEN CITY!

SO I'LL JUST LURE HIM INDOORS--WHERE THE ADVANTAGE WILL BE MINE!

THIS TOY STORE IS PERFECT!

YOU'LL FIND IT A LOT HARDER TO AVOID MY WRIST-BLASTERS IN HERE, WEB-SWINGER!

HEY KIDS! L

REALLY? YOU COULD HAVE FOOLED ME!

VIDEO GAMES DOLLS

BLAMM!

HEY!

THE CIVILIANS ARE YOUR PROBLEM! MINE IS *ESCAPE!*

BE CAREFUL WITH THOSE THINGS, JACK! YOU ALMOST ZAPPED THIS PINT-SIZED PEDESTRIAN!

G.I. JOE

A REAL AMERICA

THAT WAS FUN. CAN WE DO IT AGAIN?

NOT RIGHT NOW, KID.

I SUGGEST YOU FIND YOUR MOTHER--AND TAKE YOUR BUSINESS ELSEWHERE. I'VE GOT A HUNCH THINGS ARE GOING TO START GETTING A LOT HAIRIER AROUND HERE!

JACK WASN'T KIDDING! HE DOESN'T CARE WHO GETS IN HIS WAY!

D'79

I REMEMBER HEARING SOMEWHERE THAT HE USED TO BE A PROFESSIONAL INTERNATIONAL TERRORIST. HE HASN'T MELLOWED WITH AGE!

I'VE GOT TO TAKE HIM OUT BEFORE HE HURTS SOMEBODY--!

THERE! I KNEW I COULD CUT OFF HIS ESCAPE ROUTE BY RICOCHETING OFF THAT WALL! AND *NOW--!*

WHA--?! WHERE DID YOU COME FROM?!

BWAM!

I'LL GIVE YOU A HINT, JACK--I DIDN'T COME FROM THE *CABBAGE PATCH!*

BWANGG!

SWELL! JACK'S FLAMING HEAD MUST HAVE SET OFF THE STORE'S AUTOMATIC SPRINKLER SYSTEM! NOW I CAN ADD PNEUMONIA TO MY OTHER PROBLEMS.

UH-OH...

...LOOK WHO'S STILL UP AND ABOUT!

MY SPECIAL HELMET EASILY CUSHIONED THAT LAST BLOW, SPIDER-MAN!

YOU SHOULDN'T HAVE PULLED YOUR PUNCH SO MUCH!

ARE YOU KIDDING?!

I WAS JUST TRYING TO STUN YOU-- NOT *PULVERIZE* YOU!

BESIDES, I HAVE A FEW OTHER TRICKS UP MY SLEEVE!

PWIP

DID YOU KNOW KNOW THAT MY WEBBING COULD STOP A SPEEDING *CUTLASS SUPREME* IN ITS TRACKS?

YOUR POGO PLATFORM IS STRICTLY *NO CONTEST!*

FWAM!

SKAK!

PLAYTIME'S OVER, JACK!

IT'S TIME YOU AND I HAD A SERIOUS CHAT!

TALK! WHAT'S YOUR CONNECTION WITH THE HOBGOBLIN?

WHY DID YOU TRY TO HIJACK HIS BATTLE WAGON?

THE ANSWERS TO THOSE QUESTIONS WILL STARTLE YOU, WALL-CRAWLER!

HOWEVER, I CHOOSE NOT TO REVEAL THEM-- NOW!

OH, NO!

BZITT!

BLA-OOM!

EYII!

WHAT A JERK I AM!

MY SPIDER-SENSE WARNED ME THAT JACK WAS UP TO SOMETHING--

--BUT I JUST ASSUMED HE'D TRY TO ATTACK *ME* AGAIN!

IT NEVER OCCURRED TO ME THAT HE'D AIM FOR THOSE ELECTRICAL CABLES INSTEAD!

GOT TO MOVE FAST! THOSE ARE LIVE WIRES, AND THAT WOMAN IS STANDING IN A PUDDLE OF WATER--!

YOU'RE SO PREDICTABLE, SPIDER-MAN!

I KNEW YOU'D RELEASE ME IF OTHERS WERE ENDANGERED!

FAREWELL FOR NOW, WEB-SPINNER!

I'LL GIVE YOUR REGARDS TO THE *HOBGOBLIN!*

JACK O'LANTERN, HIMSELF, IS SOON GONE--BUT HIS WORDS CONTINUE TO LINGER IN THE AIR...

WERE THEY MERELY A PARTING TAUNT--

--OR DID THEY SIGNIFY MUCH, MUCH MORE?!

LATER...

JACK O'LANTERN MIGHT HAVE GOTTEN AWAY--BUT THE DAY WASN'T A TOTAL LOSS!

GINO'S

I STILL HAVE A CHANCE OF RECOVERING THE HOBGOBLIN'S BATTLE WAGON--IF NOBODY FINDS THE TRACER I PLANTED ON IT!

BUT I CAN'T WORRY ABOUT THAT NOW!

I RUSHED ALL THE WAY UPTOWN--ON THE OFF-CHANCE THAT AUNT MAY AND NATHAN WERE STILL HERE, BUT NO--

--LUCK?!

SO! YOU FINALLY GOT HERE, DID YOU? WELL, YOU'RE TOO LATE!

YOUR AUNT LEFT OVER AN HOUR AGO--*IN TEARS!*

I STAYED BEHIND TO GIVE YOU A PIECE OF MY MIND!

NATHAN, I'M SORRY BUT--

BUT *WHAT*--?! NOTHING COULD JUSTIFY YOUR THOUGHTLESSNESS! YOU DIDN'T EVEN TRY TO CALL!

YOUR AUNT REALLY LOVES YOU, BOY--AND SHE'S WORRIED ABOUT YOUR FUTURE--BUT, AFTER TODAY, SHE'S CONVINCED THAT YOU DON'T CARE A FIG ABOUT HER!

I USED TO THINK YOU REALLY CARED ABOUT YOUR AUNT, PETER. MAYBE I WAS WRONG...

MAYBE I NEVER KNEW THE REAL YOU, AFTER ALL.

THE END... FOR NOW!

60¢
92
JULY
02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

What is... THE ANSWER

NEW YORK CITY. HEADQUARTERS OF THE KINGPIN OF CRIME...

YOU KNOW I SEEK INFORMATION?

YES.

AND YOU THINK YOU ARE CAPABLE OF *GATHERING* IT FOR ME?

YES.

IT WILL BE DANGEROUS...

YES.

BUT THE *REWARDS* WILL BE GREAT.

YES.

VERY WELL, THEN. YOU HAVE THE SANCTION. *ATTACK* SPIDER-MAN. HUMBLE HIM, IF YOU CAN.

YES.

AND THE ANSWER IS...

WRITTEN AND DRAWN BY: AL MILGROM
FINISHES BY: JIM MOONEY
LETTERED BY: DIANA ALBERS
COLORED BY: BOB SHAREN
EDITED BY: DANNY FINGEROTH
CHIEFED BY: JIM SHOOTER

IMAGINE TWO YOUNG, ATTACTIVE PEOPLE OUT ON A DATE. SOUNDS LIKE FUN, YOU SAY? YOU DON'T KNOW WHAT FUN CAN **BE** UNTIL YOU EXPERIENCE IT HANGING UPSIDE DOWN FROM A WATER TOWER TWO HUNDRED FEET ABOVE STREET LEVEL.

YES, YOU FIND YOUR OWN WAYS OF MAKING THINGS FUN WHEN YOU'RE THE NIGHTTIME PROWLERS KNOWN AS THE BLACK CAT AND THE SPECTACULAR SPIDER-MAN.

SPIDER, THIS IS VERY EXHILARATING...

BUT?

BUT ALL THE BLOOD'S RUSHING TO MY *HEAD.*

AH, AND HERE I THOUGHT I'D MANAGED TO MAKE YOU *BLUSH.*

NO SUCH LUCK, LOVER.

YOU KNOW, CAT... FELICIA... I'M REALLY ENJOYING OUR TIME TOGETHER LATELY.

ME TOO, SPIDER.

IN SOME WAYS IT SEEMS LIKE THE TIME I SPEND WITH YOU IS THE ONLY PART OF MY LIFE I'VE MANAGED *NOT* TO FOUL UP.

JUST THE OTHER DAY, I MISSED MEETING MY AUNT MAY FOR DINNER BECAUSE I WAS DELAYED BY MY FIGHT WITH JACK O' LANTERN*...

SHE'S BEEN UPSET WITH ME. SHE THOUGHT I WASN'T CONSIDERING THE CONSEQUENCES OF DROPPING OUT OF SCHOOL AND--

* *SEE AMAZING SPIDER-MAN #254 -- DANNY.*

SHH! DON'T FRET ABOUT THAT, SPIDER. THOSE ARE *PETER PARKER'S* WORRIES, NOT *YOURS*...

I'M *YOUR* ONLY WORRY.

MMMF.

LOVE THAT NEW, EASY-OPEN COSTUME OF YOURS. BUT I'VE GOT TO GET HOME NOW, LOVE.

OOPS. ALMOST FORGOT. HERE'S YOUR CAMERA BACK. I NEARLY LEFT IT AT THE SCENE AFTER WE FOUGHT THE BLOB. *

OH, YEAH-- THANKS.

*LAST ISH-- DANNY.

HOPE THE PICTURES TURNED OUT OKAY! G'NIGHT!

'NIGHT.

IT SURE IS GREAT HAVING FELICIA FOR A GIRLFRIEND. NOTHING EVER SEEMS TO GET HER DOWN. SHE DOES LEAVE SOMETHING TO BE DESIRED IN THE COMPASSION DEPARTMENT, THOUGH.

STILL, MAYBE BY NOT BEING OVERLY SYMPATHETIC SHE HELPS TO KEEP ME FROM WALLOWING IN SELF-PITY.

COME TO THINK OF IT, I REALLY LEFT POOR *FLASH THOMPSON* IN THE LURCH THE OTHER DAY. HE WAS LOOKING FOR SOME SYMPATHY WHEN I HAD TO HUSTLE HIM OUT OF MY APARTMENT SO I COULD CHANGE TO SPIDEY AND FIGHT THE BLOB.

WONDER HOW FLASH IS *DOING?*

EVEN AS THE GOLDEN RAYS OF DAWN FEEBLY ATTEMPT TO PENETRATE THE SLATE GRAY SKIES OF NEW YORK CITY, THERE IS ANOTHER WHOSE CONCERN FOR FLASH THOMPSON ECHOES SPIDER-MAN'S...

WHERE CAN HE *BE?*

FLASH AND I HAVE BEEN HAVING OUR TROUBLES LATELY, BUT IT ISN'T LIKE HIM TO STAY AWAY FOR *THIS* LONG WITHOUT CALLING.

HAVE I DRIVEN HIM *AWAY* FROM ME SOMEHOW? SINCE I CAME TO THIS COUNTRY FROM MY NATIVE VIET NAM, SO MUCH HAS CHANGED.

MY *VALUES* ARE DIFFERENT NOW. I AM LEARNING A WOMAN CAN BE SO MUCH MORE *HERE* THAN SHE IS ALLOWED TO BE AT HOME. CAN THIS BE WHY HE--

THAT NOISE... *THE DOOR!*

FLASH!

OH...SHA SHAN. YOU'RE ALREADY UP.

NO, I NEVER WENT TO *SLEEP.* WHERE HAVE YOU-- *BY THE BUDDHA!*

WHAT *HAPPENED* TO YOU?!

NOTHING! JUST A LITTLE ACCIDENT, THAT'S ALL. NOTHING TO GET UPSET ABOUT.

I SAID I'M OKAY! WHAT'S WITH THE SUDDEN SHOW OF CONCERN ANYWAY? DO I HAVE TO GET HURT FOR YOU TO SHOW ANY INTEREST IN ME, IS THAT IT?

WELL FORGET IT, LADY! PITY IS *NOT* FLASH THOMPSON'S STYLE. NOW IF YOU'LL EXCUSE ME, I'M TURNING IN.

PERHAPS WE SHOULD SEEK A DOCTOR...

LATER...

AS LONG AS I WAS THIS CLOSE TO MIDTOWN, I THOUGHT I MIGHT AS WELL DROP BY THE OL' OFFICE--

--AND SEE WHAT DEVELOPS ON THE ROLL OF FILM FELICIA TOOK THE OTHER NIGHT.

AND WITH JUST A THOUGHT, MY SPIDEY SUIT TURNS ITSELF BACK INTO STREET CLOTHES.

AND A SHORT TIME LATER...

HEY, THESE SHOTS DON'T LOOK HALF BAD-- THOUGH ANYONE FIGHTING THE BLOB SORT OF TENDS TO COME OFF LOOKING LIKE A JERK!

THERE'S OUR ERST-WHILE EDITOR-IN-CHIEF, THE ESTEEMED J. JONAH JAMESON HIMSELF. MAYBE I'LL SHOW 'EM TO HIM.

EH? OH, PARKER-- IT'S YOU.

HI, JONAH.

SAY, JONAH, I'VE BEEN MEANING TO CONGRATULATE YOU ON THAT EDITORIAL-CUM-CONFESSION YOU RAN IN THE PAPER A COUPLE OF WEEKS AGO.* IT TOOK A LOT OF GUTS.

*SEE AMAZING #25! DANNY.

THANKS, M'BOY. YES, OLD JJJ ALWAYS CLAIMED THAT HONESTY WAS THE BEST POLICY, AND THE FIGURES BACK ME UP.

OUR CIRCULATION JUMPED NEARLY 30 PERCENT AND AD REVENUES REFLECT THE INCREASE.

INSTEAD OF RUNNING ARTICLES ABOUT THAT BLASTED WEB-SLINGER ALL THESE YEARS, I SHOULD HAVE BEEN WRITING MORE STUFF ABOUT MYSELF.

THAT'S WHAT THE PUBLIC LIKES, STORIES ABOUT A COURAGEOUS, CRUSADING NEWPAPER PUBLISHER WHO ISN'T ABOVE MAKING A MISTAKE NOW AND THEN.

SHEESH, GIVE ME A BREAK!

YEAH, WELL I WAS WONDERING IF YOU MIGHT BE INTERESTED IN LOOKING AT THESE PHOTOS I... ER... GOT OF THE BLOB.

CAN'T BE BOTHERED. JOE ROBERTSON HANDLES THE EDITORIAL DUTIES NOW, PARKER. YOU KNOW THAT. NO SENSE IN TRYING TO CURRY FAVOR WITH ME.

B-BUT...

PARKER, MY OFFICE, RIGHT NOW.

OH... ER, SURE, JOE.

MOMENTARILY...

NOW LOOK HERE, PARKER! WHAT'S THE IDEA OF TRYING TO SHOW THESE PHOTOS TO JONAH BEFORE YOU'D CHECKED WITH ME?!

HUH? WHAT'S THE DIFFERENCE, JOE? I JUST THOUGHT...

NO, YOU DIDN'T THINK! THAT'S THE PROBLEM! YOU'VE GOT PICTURES--YOU SHOW 'EM TO ME! THAT'S THE CHAIN OF COMMAND AROUND HERE!

BY GOING OVER MY HEAD TO JONAH, YOU'RE JUST ASKING FOR TROUBLE. WHAT IF HE HATES THE SHOTS BUT I LIKE THEM? HE'S LIABLE TO START QUESTIONING MY JUDGMENT.

OKAY, JOE. LIGHTEN UP. I DIDN'T THINK I WAS COMPROMISING ANYONE'S INTEGRITY JUST 'CAUSE I ASKED JJJ TO LOOK AT SOME SNAPSHOTS. IT WON'T HAPPEN AGAIN.

I'M SORRY I SNAPPED AT YOU, PETER.

I GUESS I STILL HAVEN'T GOTTEN A HANDLE ON ALL THE NEW PRESSURES I'M UNDER SINCE I TOOK OVER THE EDITOR-IN-CHIEF JOB.

IT'S OKAY JOE, I UNDERSTAND.

NOW ABOUT THOSE PHOTOS...

WHY, PETER, THESE SHOTS ARE... ***GREAT!*** I GUESS YOU TOOK TO HEART MY LITTLE LECTURE ABOUT YOUR WORK BEING FULL OF PASSION BUT SHORT ON TECHNICAL FINESSE, EH?

THE SHOTS ARE CLEARER, CHOICE OF ANGLE IS BETTER, GOOD DEPTH OF FIELD. QUITE AN IMPROVEMENT. PUT IN A VOUCHER AND GO BY PAYROLL FOR A CHECK.

ER... RIGHT. THANKS, JOE.

AND SOON... I'D HAVE FELT BETTER ABOUT ALL THAT PRAISE JOE WAS HEAPING ON ME IF I'D ***DESERVED*** IT. BUT ***FELICIA*** TOOK THOSE PICTURES.

BANK OF

MAYBE I OUGHT TO TAKE A PHOTOGRAPHY COURSE AT ONE OF THE LOCAL SCHOOLS. I NEVER DID HAVE ANY REAL TRAINING.

WELL, I'LL WORRY ABOUT THAT LATER--

--RIGHT NOW I'VE GOT ME A CHECK TO CASH.

LET ME HAVE THIS IN SMALL BILLS, WILL YOU MISS?

OH, I ***AM*** SORRY SIR, BUT YOUR PRESENT BALANCE IS INSUFFICENT TO COVER THE AMOUNT OF THIS CHECK.

I'M AFRAID YOU'LL HAVE TO WAIT FIVE WORKING DAYS TILL IT CLEARS.

WHAT?!

NUTS!! THAT MEANS I'M STILL BROKE UNTIL THE MIDDLE OF NEXT WEEK!

AND WITH MY LUCK THE BANK'LL GO BELLY UP BY THEN!

OH, NO, SIR! I ASSURE YOU OUR ASSESTS ARE QUITE SOUND...

FORGET IT!

RETURNING TO HIS CHELSEA APARTMENT, PETER FINDS MORE BAD NEWS IN THE FORM OF...

BILLS! NOTHING BUT BILLS AND JUNK MAIL. THIS JUST ISN'T MY DECADE!

PARKER, IS THAT YOU?

YIPES! IT'S MY LANDLADY, MRS. MUGGINS. IF THERE'S ONE THING I'M NOT IN THE MOOD FOR RIGHT NOW, IT'S A CONFRONTATION WITH HER.

'S' FUNNY, COULDA SWORN I SAW PARKER HEADING UP THE STREET. I MUST'VE JUST MISSED HIM.

WELL, HE CAN'T AVOID ME FOREVER! HE'S GOT RENT TO PAY JUST LIKE EVERYONE ELSE, AND I INTEND TO COLLECT IT.

PHEW! THAT WAS CLOSE.

FEELS AWFUL HAVING TO SNEAK INTO YOUR OWN APARTMENT.

WELL *HERE'S* A BRIGHT SPOT. AMONG THE BILLS IS A CREDIT CARD APPLICATION.

SEEMS THE BANK WAS IMPRESSED THAT I PAID OFF MY COLLEGE LOAN.

GUESS I'LL FILL IT OUT. THIS COULD BE THE ANSWER TO ALL MY PROBLEMS.

SURE, I'LL JUST LIVE ON CREDIT LIKE THE REST OF THE COUNTRY.

WELL, IT'S BEEN A LONG DEPRESSING DAY. GUESS I'LL TURN IN.

THERE GOES MY COSTUME ONTO ITS NIGHTTIME PERCH ON MY CHAIR.

AND SO... TO BED.

HE DRIFTS OFF INTO A DREAMLESS SLEEP FOR SEVERAL HOURS, ONLY TO BE STIRRED AT LAST BY...

SPIDER-SENSE--STARTING TO BUZZ.

AND SOMEONE IS TAPPING ON MY WINDOW!

TAP TAP

WHA-! FELICIA!

OH, SPIDER, HURRY! GET DRESSED! I THINK SOMEONE IS FOLLOWING ME!

FOLLOWING YOU?!

THAT GIRL IS GOING TO BE THE DEATH OF ME YET!

SHE THINKS SOMEONE IS FOLLOWING HER AND SHE LEADS 'EM RIGHT TO PETER PARKER'S WINDOW!

I HOPE SHE AT LEAST HAS THE GOOD SENSE TO MEET ME ON THE ROOF--AND NONE TOO CLOSE TO THE SKYLIGHT THAT LEADS FROM MY BATHROOM!

WOW! MY COSTUME SURE KNOWS WHERE TO GO WHEN IT'S NEEDED! TALK ABOUT MEETING SOMEONE HALFWAY...

NO SIGN OF ANY TROUBLE YET, THANK GOODNESS!

PSSSST! SPIDER, OVER HERE!

CAT, WHAT THE HECK IS WRONG WITH YOU?! YOU'RE CONSTANTLY PUTTING MY PETER PARKER IDENTITY IN JEOPARDY!

PLEASE, SPIDER, I WAS ***SCARED!*** I WASN'T THINKING.

USUALLY WHEN I'M ON THE PROWL, ***I'M*** THE ONE DOING THE STALKING!

BUT SOMEHOW, TONIGHT I COULD FEEL SOMEONE OUT THERE--WATCHING ***ME!*** I'M SURE I LOST HIM--BUT I DON'T KNOW FOR HOW LONG!

AW... POOR KID, SHE'S SCARED SILLY. I SHOULDN'T HAVE BEEN SO HARD ON HER!

OKAY, CAT, I KNOW YOU'RE NO FAINT-HEART, SO THERE MUST BE ***SOMETHING*** GOING ON! C'MON!

WH-WHERE ARE YOU GOING?

UP! HIGH AS WE CAN GET IN THIS NEIGHBORHOOD.

IF ANYONE IS AFTER YOU, WE'LL BE ABLE TO SEE HIM COMING!

JUST RELAX, NOW. EVERYTHING'LL BE ALL RIGHT. IT'LL TAKE A PRETTY TOUGH CUSTOMER TO BEAT THE BLACK CAT ***AND*** THE AMAZING SPIDER-MAN!

OH, SPIDER! BEING WITH YOU MAKES ME FEEL SAFE--NO MATTER ***WHAT'S*** OUT THERE!

HOLD IT! MY SPIDER-SENSE IS TINGLING--WARNING ME OF DANGER!

CAT, YOU WERE ***RIGHT!***

OKAY, NOW LISTEN UP! WE KNOW YOU'RE OUT THERE! THERE'S NO WAY YOU CAN SNEAK UP ON US!

WHO ARE YOU? WHY ARE YOU FOLLOWING THE BLACK CAT?! WHAT DO YOU WANT?

ALL VERY GOOD AND APPROPRIATE *QUESTIONS*, SPIDER-MAN...

AND I AM...

THE ANSWER!

THE... ANSWER?!

INDEED! AND I AM HERE TO TEST YOUR METTLE--AND THAT OF YOUR FELINE COMPANION!

SHALL WE BEGIN?!

SPIDER, HE'S *FLYING!*

OR USING THOSE ARM FLAPS AS GLIDERS SOMEHOW.

HERE, CAT.

YOUR CAMERA--?

YEAH, GET SOME SHOTS OF THIS FOR MY SCRAP-BOOK WHILE I SEE WHAT LAUGHING BOY IS MADE OF!

B-BUT--

I KNOW, YOU WANT TO *HELP!* DON'T WORRY, IF I GET INTO TROUBLE, YOU'LL BE THE *FIRST* PERSON I CALL!

NOW, LOOK OUT, MR. ANSWER-MAN! YOU FRIGHTENED THE DEVIL OUT OF MY GIRL-- AND IT'S GONNA GIVE ME GREAT PLEASURE--

--TO PAY YOU BACK!!

K-SLAM

THAT'S *IT?* ONE SHOT AND YOU'RE *FOLDING?*

PWIP

THEY JUST DON'T MAKE COSTUMED VILLAINS LIKE THEY USED TO!

NOT SO, WALL-CRAWLER--

--THOUGH I HAVE TAKEN THE OPPORTUNITY TO STUDY YOU BEFORE NOW, THIS FIRST ENCOUNTER BETWEEN US ALLOWS ME TO FOCUS WHAT I HAVE LEARNED!

HANDS-ON TRAINING IS ALWAYS MORE INSTRUCTIVE THAN MERE OBSERVATION-- DON'T YOU AGREE?

OH, MOST DEFINITELY! IN FACT, I'M GOING TO SEE TO IT YOU GO TO SCHOOL RIGHT NOW!

I'LL EVEN SEE TO IT YOU GRADUATE WITH FLYING COLORS... NAMELY BLACK AND BLUE!

FIRST, I'LL SNAG YOU WITH MY WEBBING...

PWIP

AH-- I'M AFRAID YOU'LL HAVE TO BE FASTER THAN THAT, MY FRIEND!

WHA-?! MISSED HIM!

YES. YOU SEE, BY STUDYING YOU, I LEARNED ABOUT YOUR REMARKABLE AGILITY AND THE WEBBING YOU USE.

THE *ANSWER* TO THOSE WEAPONS IS SPEED-- DAZZLING, BLINDING SPEED!

I'M SO MUCH *FASTER* THAN YOU ARE, I COULD LITERALLY RUN *RINGS* AROUND YOU!

MAYBE SO--BUT WHILE YOU'RE BUSY BREAKING THE LAND SPEED RECORD, YOU OUGHT TO BE CAREFUL NOT TO RUN INTO A STRAY--

--SUCKER PUNCH!

WHUMP!

I DON'T KNOW WHY YOU DECIDED TO PICK ON ME, PAL--AND I DON'T REALLY CARE!

KR-RAAAK!

THE MISTAKE YOU MADE WAS FOLLOWING THE BLACK CAT! YOU REALLY PUT A *SCARE* INTO HER! I DON'T *LIKE* THAT--

--I DON'T LIKE THAT AT *ALL!*

THUD!

I PLAN TO SEE TO IT THAT IT *DOESN'T* HAPPEN AGAIN!

HAD ENOUGH?

WAS THAT THE *BEST* YOU HAVE TO OFFER?

Y-YOU'RE GETTING *UP?!*

CERTAINLY, *SPIDER-MAN!* I WAS WELL AWARE OF YOUR AWESOME PHYSICAL POWER! AND I, OF COURSE, HAD THE ANSWER!

TO COMPENSATE, I DEVELOPED FANTASTIC *STAMINA.* IT ALLOWS ME TO WITHSTAND YOUR MIGHTIEST BLOWS--

WHOOOPF!

--AND THEN COME BACK FIGHTING!

K-THUMP!

OKAY, FREDDY! I *GOT* YA! YOU'RE DEAD--YOW!

SMASH

CRUNCH

NO WAY! YOU MISSED ME! I-- LOOK OUT!

WHAT IN BLOODY BLUE BLAZES IS GOING *ON* OUT THERE?!

K-SPASH

GRANTSH

THIS IS THE *LIMIT!* YOUR MOTHER AND I *WARNED* YOU KIDS NOT TO ROUGH-HOUSE IN THE LIVING ROOM!

YOU'VE BROKEN EVERY STICK OF FURNITURE WE OWN! WHAT'VE YOU GOT TO *SAY* FOR YOURSELVES?!

BUT DAD, *HONEST,* WE DIDN'T--

IT WAS TWO GUYS IN CRAZY COSTUMES, DAD! *REALLY!*

YOU GOTTA BELIEVE *US!* MAMA-- *PLEASE!*

BUT NOW, WE MUST LEAVE OUR TWO YOUNG COWBOYS TO AN UNCERTAIN FATE...

...AND REJOIN THE BATTLE IN PROGRESS...

SPEED AND STAMINA--THOSE ARE THE ANSWERS! I *ALWAYS* HAVE THE ANSWERS!

OF COURSE, YOU TAKE A PRETTY GOOD PUNCH YOURSELF, SPIDER-MAN--

--BUT WITH MY SPEED, ONE MUST ASK: HOW WELL DO YOU TAKE ***DOZENS*** OF PUNCHES--?

HUNDREDS OF PUNCHES?!

THOUSANDS OF PUNCHES?!

AND, JUST AS THE WALL CRAWLER SINKS INTO UN-CONSCIOUSNESS--

THAT'S ENOUGH!

AH--THE ***DISTAFF*** MEMBER OF THE TEAM! I WONDERED HOW LONG IT WOULD BE BEFORE YOU CAME TO THE DEFENSE OF YOUR HELPLESS LOVER.

COME ON, *ANSWER!* TRY SOME OF YOUR TRICKS ON ME!

AH, NO. I THINK *NOT,* BLACK CAT, FOR I PERCEIVE THAT THE BEST DEFENSE AGAINST YOUR POWERS IS... NO *OFFENSE* AT ALL!

HUH?!

HOW'D HE KNOW *THAT?*

EVEN *SPIDER* DOESN'T KNOW ABOUT MY NEW BAD-LUCK POWERS!

WELL, IN THAT CASE, I'LL JUST HAVE TO ATTACK *YOU!*

OF COURSE! BUT THE SPEED I DEVELOPED TO BATTLE SPIDER-MAN ALSO SERVES ME QUITE WELL AGAINST YOU.

I CAN EVADE YOUR EVERY THRUST... *EASILY!*

SEE?

SWISSSSH

OH, MY ACHING HEAD...

HEY! WHAT'S GOING *ON* HERE? FELICIA'S FIGHTING THE *ANSWER*-- BUT SHE'S GETTING NOWHERE FAST.

GIVE IT UP, GIRL! YOU CAN'T POSSIBLY HARM *ME.*

HE'S *RIGHT!* FOR ALL *MY* SPEED AND AGILITY, HE MAKES *ME* LOOK LIKE I'M MOVING THROUGH *QUICKSAND!*

AND AS LONG AS HE DOESN'T ATTACK *ME,* MY BAD LUCK POWERS WON'T AFFECT HIM! BUT I WONDER HOW HE KNOWS THAT?

HMMM. IT SEEMS MY ASSESSMENT OF THE BLACK CAT'S POWER WAS QUITE CORRECT. THE KINGPIN WILL BE PLEASED.

STILL, THE *MAIN* THRUST OF *MY* ASSIGNMENT WAS TO ENGAGE SPIDER-MAN... TEST THE LIMITS OF *HIS* POWER.

I HAD BETTER RETURN TO THAT TASK, BEFORE HE CAN REGAIN HIS...

--WITS.

WHAT?!!

HA! YOU WERE SO BUSY DODGING *ME*--

--YOU DIDN'T *NOTICE* MY SPIDER HAD RECOVERED!

WE MAKE A GREAT TEAM, DON'T WE, LOVER?

I GUESS WE DO AT *THAT*, CAT!

HE HAD ME IN BIG TROUBLE THERE FOR A MINUTE, BUT YOU GAVE ME THE BREATHER I NEEDED TO GET MY ACT BACK TOGETHER.

NOW MAYBE WE CAN GET SOME ANSWERS OURSELVES.

LIKE WHY THIS BOZO DECIDED TO PICK ON US IN THE *FIRST* PLACE.

DON'T BOTHER STRUGGLING TO GET FREE, *ANSWER.* MY WEBBING EVEN HELD THE HULK HELPLESS ONCE.

NOW I'LL JUST VAULT OVER TO THE SIDE OF *MY* SLEEK AND SEXY SAVIOR AND--

OWWCH!

THUMP!

SPIDER! ARE YOU ALL RIGHT?!

DARN IT! I BANGED MY KNEE REAL GOOD! THAT WAS *CLUMSY* OF ME!

I GUESS THE BEATING THE ANSWER GAVE ME TOOK MORE OUT OF ME THAN I *THOUGHT!*

OH--*LOOK!*

WHAT?! AH... THE HOLE IN MY COSTUME--

--IT'S MENDING ITSELF INSTANTLY!

AMAZING WHAT THEY CAN DO WITH THESE NEW EXTRA-TERRESTRIAL * MIRACLE FABRICS, ISN'T IT?

HMMM?! THAT'S INTRIGUING. IT SEEMS SPIDER-MAN'S RECENT CHANGE OF COSTUME WAS FOR REASONS *OTHER* THAN MERELY AESTHETIC ONES.

I'LL HAVE TO MAKE NOTE OF IT IN MY REPORT TO THE KINGPIN, ALONG WITH THE APPARENT CLUMSINESS HE JUST DEMONSTRATED.

WELL, *ANSWER*, HOW ABOUT IT? WHY WERE YOU STALKING US?

DID YOU REALLY THINK YOU COULD BEAT *BOTH* OF US?

I MEAN, YOU'RE A PRETTY SLICK CUSTOMER, BUT--

INDEED I *AM*, SPIDER-MAN! *SO* SLICK, IN FACT, THAT EVEN YOUR WEBBING--

* SPIDEY GOT HIS NEW THREADS ON THE BEYONDER'S PLANET DURING THE **SECRET WARS** -- DANNY.

--CANNOT STICK TO ME!

RRIIPP

RRIIPP

SPIDER, HE'S *FREE!*

I-IMPOSSIBLE NOBODY'S EVER *DONE* THAT BEFORE!

EASY, CAT! WE DON'T KNOW WHAT HIS NEXT MOVE WILL BE!

GET BEHIND ME, *SPIDER!*

AH, QUITE RIGHT, CAT! I WON'T ATTACK *YOU*--

--BUT I WON'T HESITATE TO THROW YOUR LOVER'S OWN WEB NET RIGHT BACK AT *HIM!*

LOOK OUT, CAT! LEAP CLEAR--*YOW!* MY *KNEE*-- IT'S BUCKLING UNDER ME!

I CAN'T BELIEVE IT! TRAPPED BY MY OWN WEBBING!

SORRY, CAT! I THOUGHT I COULD JUMP OUT OF THE WAY--BUT BECAUSE OF MY INJURED KNEE, I GOT US *BOTH* CAUGHT!

THIS IS INCREDIBLE! BECAUSE THE ANSWER WASN'T ATTACKING ME--AND BECAUSE SPIDER ONLY *ACCIDENTALLY* FELL INTO ME, MY BAD LUCK POWERS COULDN'T SAVE ME!

IT SEEMS THERE ARE *LIMITS* TO MY ABILITIES I WASN'T EVEN AWARE OF! BUT THE ANSWER SEEMED TO KNOW *EXACTLY* HOW TO HANDLE ME! *HOW--?!*

YOU REALLY SHOULD BE MORE CAREFUL ABOUT USING A WEAPON THAT CAN BE TURNED *AGAINST* YOU, SPIDER-MAN! I KNEW ABOUT YOUR WEBBING--AND THEORIZED THAT THE *ANSWER* TO IT WOULD BE AN ULTRA-SLICK MATERIAL THAT IT COULD NOT CLING TO.

IF THERE'S ONE THING I CAN'T STAND, IT'S A BAD GUY WHO *GLOATS!* C'MON, *ANSWER,* WHAT'VE YOU GOT PLANNED FOR US?

JUST NOW? *NOTHING!* I HAVE LEARNED ALL I *WISHED* TO LEARN. IT IS ENOUGH THAT YOU REALIZE I HAVE *BESTED* YOU. AND NOW--

--I TAKE MY LEAVE!

HUH?

WELL, THAT'S A RELIEF. ER... HOW LONG WILL WE BE STUCK LIKE THIS, SPIDER?

ABOUT AN HOUR, CAT. THEN THE WEBBING WILL DISSOLVE!

BUT-- BLAST IT! HOW CAN YOU TAKE ALL THIS SO CALMLY?

BECAUSE OF MY FOUL-UPS I COULD HAVE GOTTEN US BOTH KILLED!

IF THE ANSWER HADN'T JUST DECIDED TO UP AND FLY AWAY...

THEN WE WOULD HAVE FIGURED OUT SOME WAY TO BEAT HIM! C'MON, SPIDER, CHEER UP!

IS IT REALLY SO BAD TO BE STUCK TO ME FOR AN HOUR?

WELL, NOW THAT YOU MENTION IT, NO--MMMFF.

SAY, CAT--WHY DID THE ANSWER SAY HE WOULDN'T ATTACK YOU?

ER... BEATS ME. MAYBE HE'S TOO MUCH OF A GENTLEMAN TO FIGHT A LADY!

OH, IF ONLY I WOULD TELL HIM ABOUT MY BAD LUCK POWERS--AND HOW I GAINED THEM FROM HIS ARCH-ENEMY THE KINGPIN!

BUT I'M AFRAID... AFRAID OF HOW SPIDER WOULD REACT!

WELL, I STILL HAVE TO WONDER ABOUT ONE OTHER THING.

HMM?! AND THAT IS...

IF THAT WAS THE ANSWER--

MMM-MMMM?

--WHAT THE HECK WAS THE QUESTION?!

SILLY BOY, C'MERE!

THE KINGPIN'S PENTHOUSE...

INTERESTING. YOU SAY THIS NEW COSTUME OF HIS MENDED ITSELF--SEEMED ALMOST TO BE ALIVE?

YES.

YOUR ASSESSMENT OF SPIDER-MAN'S POWERS AND ABILITIES SEEMED TO BE ACCURATE?

YES.

OUR ESTIMATION OF THE BLACK CAT'S ABILITIES--THIS SEEMED ACCURATE AS WELL?

YES.

AND THE BLACK CAT SEEMED UNAWARE THAT THERE WAS EVEN MORE TO HER BAD LUCK POWER THAN SHE WAS LED TO BELIEVE?

YES.

VERY WELL, THEN. THINGS ARE GOING ACCORDING TO PLAN. YOU WILL BE AVAILABLE IF I HAVE NEED OF YOUR SERVICES AGAIN?

OF COURSE.

NEXT!

BE HERE FOR:

A HOT TIME IN THE OLD MORGUE TONIGHT!

MARVEL®

© 1984 MARVEL COMICS GROUP

TM

60¢
142
JUNE
02147

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP®

SPIDER-MAN®

AND

CAPTAIN MARVEL®

HANNIGAN/ WIACEK

Stan Lee PRESENTS: SPIDER-MAN® AND CAPTAIN MARVEL® --TOGETHER!

DAVID MICHELINIE PLOT / SCRIPT | GREG LA ROCQUE BREAKDOWNS | MIKE ESPOSITO FINISHED INKS | DIANA ALBERS LETTERS | BOB SHAREN COLORS | DANNY FINGEROTH EDITOR | JIM SHOOTER EDITOR-IN-CHIEF

FOILED!

HEY, MA! LOOKIT! I'M KING KONG!

HERMAN METZLER! YOU COME DOWN FROM THERE THIS INSTANT!

OOPS! I-I THINK I STEPPED ON A POLICEMAN!

THIS MUST BE THE PLACE!

INDEED IT IS--THE NASSAU COUNTY SCIENCE EXPOSITION, WHERE A FUNCTIONING, FULLY DETAILED MODEL OF MANHATTAN ISLAND HAS DRAWN THOUSANDS OF EAGER TOURISTS... AND ONE VERY CURIOUS--

--SPIDER-MAN!

WHEN I WAS PETER PARKER, SCIENCE STUDENT, I WOULD'VE BEEN HERE ON EXTRA CREDIT ASSIGNMENT.

BUT AS A FULL-TIME SPIDER-MAN I HAVE OTHER CONSIDERATIONS -- THE SAME ONES THAT *TOUR GUIDE* IS TALKING ABOUT!

THAT'S RIGHT, FOLKS, THIS MODEL IS A GRAPHIC REPRESENTATION OF THE USEFULNESS OF THE **ROXXON** CORPORATION'S LATEST BREAK-THROUGH--

--*TECHNAFOIL*, A MIRACLE CONDUCTING MATERIAL THAT, WHEN USED IN CONJUNCTION WITH ADVANCED GENERATORS, COULD POWER THE ENTIRE CITY OF NEW YORK--

--FOR WHAT IT COSTS TODAY TO MERELY LIGHT THE ROCKEFELLER CENTER CHRISTMAS TREE!

THAT FOIL'S WORTH ITS WEIGHT IN GOLD--OR MAYBE PLATINUM!

WHICH IS PROBABLY WHY THE ONLY OTHER SUPPLIES OF IT ON THE EAST COAST HAVE BEEN *STOLEN* IN THE LAST TWO DAYS!

WITH LUCK, THIS EXPO COULD BE THE NEXT TARGET-- AND THE PHOTOS I TAKE WITH MY AUTOMATIC CAMERA WILL HELP PAY MY RENT!

BUT I ALMOST HOPE I'M WRONG...

...BATTLING THE *BEYONDER* IN THAT OTHER **GALAXY WAS QUITE A WORKOUT,*** EVEN IF IT DID NET ME A NIFTY NEW COSTUME.

AND I SURE COULD USE A REST.

**SEE MARVEL SUPER HEROES SECRET WARS, ON SALE NOW--DANNY.*

HOWEVER...

WH-WHO ARE *THOSE* GUYS?!

LOOK OUT! THEY'VE GOT *GUNS!*

NUTS.

EVERYBODY DOWN ON THE FLOOR AN' YA WON'T GET HURT!

CHUT-UT-UT-UT-UT-UT

EYES RIGHT, WALLY! GUARDS COMIN'!

NO SWEAT, AL--

--THESE GELATIN BULLETS ARE FILLED WITH KNOCK-OUT JUICE! THEY'LL PUT THOSE SCREWS TO SLEEP FASTER'N A RERUN OF "GILLIGAN'S ISLAND"!

PHUT

SPOW

HEY, WATCH YOUR LANGUAGE! I *LIKE* "GILLIGAN'S ISLAND"!

THOK

SPIDER-MAN! AT LEAST I *THINK* IT IS!

HE DON'T LOOK LIKE THE SPIDER-MAN *I'VE* SEEN!

AN' MAYBE HE AIN'T AS *TOUGH* EITHER!

NAIL 'IM!

BLAST!

HE'S TOO QUICK! CAN'T GET A BEAD ON 'IM!

PCHAF

HE DUCKED INTO THE DISPLAY! I'LL GRAB THE TECHNA-FOIL--

--YOU GUYS GET SPIDER-MAN!

HEY, THE WASHINGTON SQUARE ARCH! I MET THIS HIPPIE DAME DOWN THERE ONCE. TALK ABOUT YOUR KNOCK-OUTS--!

KRAK

E-EARL'S STOPPED TALKIN', JIMBO! M-MAYBE WE OUGHTA GET OUTTA HERE!

AW, CLAM UP, SNIGGERS. THIS AIN'T NOTHIN' WE CAN'T HANDLE IF WE PUT OUR HEADS TOGETHER!

K-THONK

I DON'T LIKE THIS, WILT! THERE AIN'T NO ONE LEFT BUT US TWO!

BETTER MAKE THAT--

HUH?!

THHHHWIP

--"US TWO"!

WHOOT

AND SOON IT'S JUST GOING TO BE *ONE!*

YOU'RE RIGHT, HERO!

BUT THAT'S GONNA BE *SOONER* THAN YOU *THINK!*

BIP

WHA--? THEY'RE FADING OUT! DISAP-PEARING!

ALL OF THEM!

LEAVING *ME* TO EXPLAIN TO THE GUYS WITH THE BADGES JUST WHAT THE HECK'S GOING ON!

IT'S GONNA BE ONE OF THOSE DAYS...!

NO, ACTUALLY, IT'S GOING TO BE A DAY UNLIKE ANY OTHER, NOT ONLY ON LONG ISLAND--

MARITIME MUSEUM

--BUT IN LOWER MANHATTAN, AT THE CITY'S UNIQUE MARITIME MUSEUM--

--WHERE MONICA RAMBEAU, INCREASINGLY BETTER KNOWN TO THE WORLD AS ***CAPTAIN MARVEL,*** *TAKES ADVANTAGE OF SOME RARE TIME OFF...*

THIS REMINDS ME OF HOME.

BACK WHEN I WAS WITH THE NEW ORLEANS HARBOR PATROL, BEFORE I BECAME AN *AVENGER*, THE SEA WAS MY LIFE.

AND IT STILL IS.

I'VE ALWAYS BEEN FASCINATED BY THE WORLD'S WATERS, BY THEIR MYSTERY, THEIR LEGENDS. LIKE THIS JEWEL--THE "WINDSTONE".

IT'S SAID THAT IN ANCIENT TIMES, WHEN THE WINDSTONE WAS TOUCHED BY *ST. ELMO'S FIRE*,* IT COULD TRANSPORT A SHIP OVER DAYS OF OCEAN IN MERE SECONDS. OF COURSE, THAT'S JUST--

--OH! M-MY SKIN! TINGLING LIKE I'VE BEEN DROPPED IN SNOW! WHAT--?

HOLD IT!

*FLAMING ELECTRICAL DISCHARGE SOMETIMES SEEN ON SHIPS' MASTS DURING STORMS--DANNY THE SAILOR MAN.

DON'T MOVE AN' YA WON'T DIE!

ARMED MEN--APPEARING OUT OF NOWHERE!

STOP THOSE TWO!

I GOT THE GUARD!

DON'T KNOW WHAT'S GOING ON--

--BUT I *DO* KNOW WHAT TO DO ABOUT IT!

CAPTAIN MARVEL!

WH-WHERE'D *SHE* COME FROM?! THE DOC DIDN'T SAY NOTHIN' ABOUT FACIN' NO SUPER-TYPES!

TAKE 'ER OUT!

I'M TRYIN'! BUT THE BULLETS ARE GOIN' RIGHT THROUGH HER!

THAT'S JUST *ONE* OF THE ADVANTAGES OF BEING ABLE TO TURN YOUR BODY INTO PURE ENERGY!

KRISH

I'VE GOT THE STONE!

NOW LET'S GET OUT OF--

--HUH? H-HOW'D YOU GET OVER *HERE*?!

NO MATTER! IF I CAN'T GO AROUND YA, I'LL GO--

HANDY THING--

--THROUGH?

--BEING ABLE TO CAST *LIGHT IMAGES* OF MYSELF!

SKWUNCH!

YOU SHOULD SEE ME AT PARTIES!

THE ONLY PARTY YOU'RE GONNA BE AT IS YOUR *OWN WAKE!*

BLAST 'ER!

LOOKS LIKE THESE GENTLEMEN NEED TO BE SHOWN THAT I CAN BECOME OTHER FORMS OF ENERGY. LIKE, FOR INSTANCE--

"--ELECTRICITY!"

URK

NRF

OOK

THOSE THREE ARE OUT COLD-- BUT THE LAST ONE'S GETTING AWAY! HEADING OUT AN EXIT!

SO I'D BETTER MAKE AN "EXIT" OF MY OWN!

A QUICK, SPARKLING CHANGE INTO X-RAY ENERGY--

--AND CAPTAIN MARVEL SOARS HIGH OVER THE SOUTH MANHATTAN SKYLINE!

IT'S TOO BAD THE X-RAY ENERGY DOESN'T EXTEND TO MY *VISION*!

BUT THE COSTUME THAT GOON WAS WEARING IS PRETTY GARISH, SO I SHOULDN'T HAVE MUCH TROUBLE SPOTTING--

--THERE HE IS!

THE REST SHOULD BE EASY...!

HOWEVER, WITH ONE PUSH OF A PLASTIC BUTTON--

BIP

--THE "EASY" BECOMES--

--VERY COMPLICATED!

WHA-- I'VE TURNED SOLID!

I CAN'T FLY!!

INSIDE AND OUT, THE WOULD-BE THIEVES FADE, VANISH...

...DISAPPEARING AS QUICKLY AND SURELY AS MONICA RAMBEAU'S HOPES FOR SURVIVAL!

WHAT'S HAPPENING?! I-I CAN'T CHANGE INTO ENERGY! *ANY* ENERGY!

AND FROM THIS HEIGHT, I-I'LL BE *CRUSHED* WHEN I HIT THE PAVEMENT!

SHE FALLS.

BRACING FOR IMPACT.

MIND RACING.

UNTIL...

DID IT!

CHANGED TO X-RAYS!

BUT WHY COULDN'T I CHANGE BEFORE?

WHY?!

SECONDS LATER, AT THE MARITIME MUSEUM...

I'M AFRAID THOSE THIEVES GOT AWAY, SIR. IT WAS ALMOST LIKE THEY DIS-APPEARED INTO THIN AIR!

I'M THE MUSEUM'S CURATOR, CAPTAIN, AND I'M GRATEFUL FOR YOUR HELP--

--BUT SINCE THOSE BANDITS FAILED ONCE, MIGHTN'T THEY TRY AGAIN?

I'D BE HAPPY TO TAKE THE WINDSTONE TO AVENGERS MANSION FOR SAFEKEEPING, IF YOU LIKE.

THAT WOULD BE MUCH APPRE-CIATED.

AND WHILE I'M THERE, MAYBE I CAN FIGURE OUT WHAT JUST HAPPENED TO ME!

BUT CAPTAIN MARVEL ISN'T THE ONLY ONE IN NEED OF TIME TO THINK. FOR, MILES TO THE NORTH, WITHIN THE SHELTER OF A PRIVATELY ENDOWED SUBURBAN RESEARCH INSTITUTE--

PAULSON FOUNDATION

--A HOLLOW-EYED MAN SITS IN A ROOM WITH DRAWN BLINDS, SEEKING ANSWERS IN ALCOHOL.

FINDING NONE.

BUT LOOKING JUST THE SAME...

...UNTIL THE SILENT SEARCH IS INTERRUPTED BY...

DR. PAULSON? THE FIELD AGENTS HAVE RETURNED, SIR!

THANK YOU, ALICE. I'LL GO TO THE REINTEGRATION AREA IMMEDIATELY!

AND SOON, IN A SPACIOUS LABORATORY BUILDING NEARBY...

AH! I SEE YOU HAVE THE REST OF THE TECHNAFOIL, DR. LORBER. AND THE WINDSTONE-- WHERE IS IT?

I, UM, I'M AFRAID THE FIELD TEAM LOST IT, DR. PAULSON. THEY HAD SOME TROUBLE WITH--

WHAT?!

YOU UNMITIGATED, INCOMPETENT *MORONS*! HOW COULD YOU *POSSIBLY* LET YOURSELVES FAIL?! THAT STONE IS THE KEY! WITHOUT IT, WE'RE LOST!

ALL OF US!

ERIC! PLEASE! Y-YOU'RE RAVING--!

UNDER THE CIRCUMSTANCES, WILLIAM, WHAT WOULD YOU *EXPECT*?

BUT WE'RE ALMOST FINISHED! THIS LAST ROLL OF TECHNAFOIL WILL MAKE THE *P.R.I.D.E.* GENERATOR OPERATIVE! I KNOW YOU'RE STILL CONCERNED ABOUT OUR METHODS, BUT THINK OF WHAT WE'LL ACHIEVE!

JUST REMEMBER THE EXAMPLE YOU GAVE ME WHEN YOU FIRST RECRUITED ME TO THIS PROJECT, OF A PIONEER FAMILY, ALONE IN THE WILDERNESS, WHERE ONE MEMBER IS STRUCK WITH AN INCURABLE, *CONTAGIOUS* DISEASE!

THE LEADER WOULD HAVE NO OTHER CHOICE BUT TO TAKE THAT MEMBER AWAY-- AND *KILL* HIM!

A HORRIBLE, PAINFUL TASK, BUT ONE NECESSARY TO THE SURVIVAL OF THE WHOLE!

I KNOW, WILLIAM. I'VE TOLD MYSELF THAT A THOUSAND TIMES -- A *HUNDRED* THOUSAND. BUT THAT WON'T MAKE IT ANY EASIER WHEN I HAVE TO PUSH THE BUTTON--

--THE BUTTON THAT WILL WIPE A BILLION LIVING HUMAN BEINGS FROM THE FACE OF THE EARTH!

WHILE IN MANHATTAN, ON THE ROOF OF THE DAILY BUGLE *BUILDING...*

NOBODY AROUND.

TIME TO GO INTO MY "HOCUS POCUS" ROUTINE!

TIME WAS WHEN I HAD TO CHANGE INTO CIVILIAN CLOTHES MYSELF. NOW--

--MY NEW *COSTUME* DOES IT *FOR ME!*

TALK ABOUT YOUR ULTIMATE WASH-AND-WEAR...!

QUIETLY, PETER PARKER SLIPS INTO A ROOFTOP STAIRWELL, DESCENDING TO EDITORIAL OFFICES WHERE HE QUICKLY SELLS HIS SPIDER-MAN PHOTOS.

AND THEN, SOME TIME LATER--

--AS HE SCANS BACK ISSUES IN THE BUGLE'S 15th-FLOOR "MORGUE"...

NOPE. NOTHING IN RECENT WEEKS ABOUT ANY CROOKS USING A "FADE-OUT" ESCAPE METHOD. I WAS HOPING THAT--

FIND ANYTHING INTERESTIN', PETEY?

UH, NO, BERT, I'M AFRAID NOT.

TRY THE FUNNY PAPERS. I LIKE TO READ *STEVE CANYON* M'SELF, ON MY BREAKS.

NOW *THAT* FELLA HAD AN EXCITIN' LIFE!

THE REAL WORLD NOT THRILLING ENOUGH FOR YOU BERT?

NAH, NOT 'LESS YOU'RE A CRIME-FIGHTER LIKE THAT CAP'N MARVEL LADY. COPY BOY JUST BROUGHT IN THE LATEST EDITIONS ALL ABOUT HER BATTLIN' SOME CROOKS THAT UP AN' *DISAPPEARED* ON HER!

"DISAPPEARED"? THAT COULD BE THE CONNECTION I'M LOOKING FOR!

THANKS FOR THE HELP, BERT.

I HAVE TO GO NOW.

SO SOON? B-BUT I WAS GONNA GET US SOME DANISH AN' TELL YA ABOUT THE TIME I MET MILT CANIFF HIMSELF, BACK IN '53--!

SOME OTHER TIME, BERT. I PROMISE.

THE LONELY MAN NODS, ALREADY LOST IN MEMORIES...

...AS BLOCKS AWAY, IN THE AVENGERS' 5th AVENUE MANSION...

THE WINDSTONE SHOULD BE SAFE HERE. I JUST WISH *I* COULD FEEL AS SECURE. I'VE NEVER HAD TROUBLE ALTERING MY FORM BEFORE, AND TO BE PERFECTLY HONEST...IT SCARES ME A LITTLE.

AH! CAPTAIN! I'M GLAD YOU'RE BACK.

I'VE AN APPOINTMENT WITH SOME YOUNG LADIES -- THE *ROCKETTES*, I BELIEVE THEY'RE CALLED--BUT I DIDN'T WANT TO LEAVE THE MANSION UNTENANTED. AND WITH THE OTHER AVENGERS AWAY ON A VITAL MISSION...

NO PROBLEM, STARFOX-- I'LL BE HERE.

THEN, FAREWELL.

I GET THE FEELING THAT STAR-FOX WOULD RATHER STAY WITH ME-- BUT SOMETHINGS HOLDING HIM BACK. I'M ALMOST GLAD. I CAN'T FORGET THAT HIS BEST FRIEND WAS THE *FIRST* CAPTAIN MARVEL, AND SOMEHOW THAT-- OOO! M-MY SKIN! I'M SHIVERING!

A CHILL JUST LIKE-- OH, NO! *THEM!*

BUT HOW DID THEY GET INTO THE MANSION WITHOUT SETTING OFF A DOZEN ALARMS?!

SAY, THIS POPPIN' IN AN' OUT'S OKAY! TOO BAD IT'S JUST A SHORT-RANGE DEAL--

--I'VE ALWAYS WANTED TO SEE *TAHITI!*

WE'VE PLAYED THIS GAME BEFORE, GENTLEMEN. SO I SUGGEST YOU QUIT NOW--UNLESS YOU'RE EXTREMELY FOND OF *LOSING!*

YOU'RE THE LOSER, DOLL! 'CAUSE THIS TIME--

--WE'RE *READY* FOR YA!

WHA-- THAT MACHINE! CREATING SOME KIND OF *BEAST!*

BUT ELEC-TRICITY STOPPED THE GOONS AT THE MUSEUM--

--SO MAYBE IT'LL WORK ON THEIR PET GARGOYLE AS WELL!

FERRET SCRATCH

THEY'VE SET UP A SECOND MACHINE IN FRONT OF THE SAFE! MUST HAVE SOME KIND OF SENSOR TO HELP THEM TRACK THE WINDSTONE!

I'VE GOT TO--

--OORF! ELECTRICITY DIDN'T FAZE THE MONSTER! IT'S GRABBED HOLD OF ME--IN MY *ENERGY* FORM!

B-BUT, *HOW?!*

WHILE AT THAT MOMENT, OUTSIDE...

SO NOW WHAT?

DO I JUST KNOCK ON THE DOOR--

--AND SAY "HI! SEEN ANY DISAPPEARING CROOKS LATELY?" OR--

PRABOOM

I THINK I'VE FOUND MY WAY IN!

HOWEVER...

WHOA! ON SECOND THOUGHT, MAYBE I SHOULD WAIT FOR THE POLICE.

OR BETTER YET--

"--THE *MARINES!*"

SKARANG

HEY, WALLY! IT'S *SPIDER-MAN* AGAIN!

I CAN'T JUST STAND AROUND AND WATCH!

CAPTAIN MARVEL! I'LL STOP THESE WOULD-BE BURGLARS--

--WHILE YOU HANDLE THE ***BIG*** GUY!

AND THAT THE CAPTAIN DOES--

--WITH A BLINDING BURST OF IRIDESCENT LIGHT--

--FOLLOWED BY A BARRAGE OF CONCEN-TRATED GAMMA RAYS!

THE TIDE BEGINS TO TURN.

*ONLY TO BE **RE**-TURNED BY A LOYAL BUTLER NAMED JARVIS!*

TUMP

CAPTAIN MARVEL! I HEARD A CRASH AND--

--OH, DEAR!

P-PERHAPS I SHOULD HAVE STAYED IN THE *PANTRY!*

KRUSH

THE MONSTER SAW IT COULDN'T BEAT ME, SO IT'S GOING AFTER JARVIS!

RUN, JARVIS! I'LL USE HEAT ENERGY TO MELT PART OF THE FLOOR BEHIND YOU! THAT SHOULD SLOW THE MONSTER DOWN!

HE'S MIRED, BUT HE'S STILL CHARGING!

SPIDER-MAN! GET JARVIS OUT OF THE WAY!

GOTCHA!

AND YOU, TOO, JARV!

I DON'T THINK I CAN STOP THAT THING BY MYSELF, SPIDER-MAN! IT'S GOING TO TAKE TEAMWORK!

RIGHT!

"BWANA KONG" HERE IS A BIT OUT OF MY LEAGUE, BUT MAYBE I CAN DISTRACT HIM ENOUGH FOR YOU TO GET A CLEAR SHOT!

GOOD! TRY TO GET HIS HEAD UP! I'LL GO FOR A CENTER BLAST WITH--

HEY! HE'S GETTING LIGHTER! AND I'M LOSING HOLD!

AW, NO! DON'T TELL ME! HE'S NOT GOING TO--

--DISAPPEAR?

MY SKIN! TINGLING LIKE BEFORE!

THOSE GOONS ARE ABOUT TO FADE OUT-- AND THERE'S NOTHING WE CAN DO!

BUT THERE IS SOMETHING THAT SPIDER-MAN CAN DO, WITH QUICK THINKING--

--AND AN EVEN QUICKER TOSS OF A SPIDER-TRACER!

THAP

I CAN FOLLOW THAT TRACER WITH MY SPIDER-SENSE, BUT MY RANGE IS LIMITED! AND THOSE GOONS COULD BE ANYWHERE IN THE WORLD!

MARVEL! DID THOSE CROOKS GIVE YOU ANY IDEA AT ALL WHERE THEY CAME FROM?

NO, NOT REALLY. THEY DID SAY THAT THEIR FADE-OUT ABILITIES COULDN'T TAKE THEM VERY FAR, BUT--

GOOD! THEN WE'VE GOT A CHANCE! I CAN'T FLY, SO WE'LL HAVE TO TAKE ONE OF THE AVENGERS' QUINJETS! COME ON!

CAPTAIN MARVEL PROTESTS--

--SAYING THAT THEY SHOULD GET THE OTHER AVENGERS, OR AT LEAST WAIT FOR STARFOX TO RETURN.

BUT SPIDER-MAN IS CONFIDENT, INSISTING THAT THEIR OPPONENTS ARE ON THE RUN, AND CAN SURELY BE DEFEATED IN ANY NEW ENCOUNTER.

CAUGHT UP IN THE WEB-SLINGER'S ENTHUSIASM, CAPTAIN MARVEL AGREES. SHE MAY LATER WISH SHE HADN'T.

WHILE SEVERAL MILES NORTH OF THE HEROES' OUTWARDLY-SPIRALLING SEARCH...

THE WINDSTONE IS IN PLACE, ERIC!

THE P.R.I.D.E. GENERATOR IS COMPLETE!

ALL THAT REMAINS IS FOR YOU TO ACTIVATE IT.

I KNOW.

HEAVEN HELP ME... I KNOW.

AND I'LL DO WHAT I MUST. I'LL PERFORM THE CURSED DEED.

JUST AS SOON AS I'VE--

--EH?

ON THAT FIELD AGENT'S LEG!

YOU FOOL! THIS IS SOME SORT OF *TRACKING* DEVICE!

YOU'VE BEEN--

SKARASH!

--FOLLOWED.

WAIT! STOP! PLEASE--!

THERE'S NO NEED FOR VIOLENCE! I-I'LL EXPLAIN! YOU'LL UNDERSTAND!

WHAT I'M DOING IS FOR *EVERY-ONE!*

I'M A GLOBAL ECONOMIST, AND AFTER YEARS OF STUDY I'VE DETERMINED THAT THE MAJOR PROBLEM FACING THIS COUNTRY, THIS WORLD, IS *OVER-POPULATION!*

ALL OF THE PAIN AND MISERY THAT IS SWEEPING THIS PLANET CAN BE TRACED TO ONE ROOT: TOO MANY *PEOPLE!* I SAW THAT IF SOMETHING WASN'T DONE SOON, NATURE WOULD CUT THAT ROOT ON ITS OWN, THROUGH WAR, DISEASE, FAMINE!

AND SO... I *DID* SOMETHING!

I CREATED *P.R.I.D.E.* --POPULATION REDUCTION BY INTER-DIMENSIONAL EX-PULSION--A SYSTEM UTILIZING A NEW FORM OF ENERGY MY RESEARCHERS DISCOVERED--

--AN ENERGY THAT BREACHES DIMENSIONS, AND WAS USED BOTH TO BRING FORTH A CREATURE TO COMBAT CAPTAIN MARVEL, AND TO TRANSPORT MY FIELD CREWS TO WHERE THEY COULD OBTAIN TECHNAFOIL AND THE WINDSTONE, NEEDED TO CONDUCT AND FOCUS THE ENERGY FOR MY *P.R.I.D.E. GENERATOR!*

THAT GENERATOR WILL BE USED TO OPEN SPACE-TIME GAPS AROUND ALL WORLD CAPITOLS, CAUSING THEM TO BE INSTANTLY DRAWN INTO OTHER HABITABLE DIMENSIONS!

WORLD POPULATION WILL BE CUT DRASTICALLY IN A MATTER OF SECONDS!

GOVERNMENTS THAT HAVE BEEN TOO *COWARDLY* TO SOLVE THE PROBLEM THEMSELVES WILL BE FREE TO WAGE THEIR PETTY SQUABBLES ELSEWHERE--WHILE THE EARTH WILL BE ABLE TO REBUILD ITSELF WITH A REASONABLE POPULATION!

IT'S SO SIMPLE.

DON'T YOU SEE...?

CAPTAIN, I DON'T KNOW IF THIS LUNATIC CAN REALLY DO WHAT HE SAYS, BUT--

I KNOW.

WE HAVE TO *STOP* HIM!

THEN LET'S DO IT!

IDIOTS!

YOU'RE BLIND! *BLIND!*

BUT I'LL SHOW THEM!

KLAK

I'LL SHOW THEM ALL!

AND WHAT HE SHOWS IS--

--CHAOS!

BITS AND PIECES OF OTHER DIMENSIONS, POPPING IN AND OUT ALL OVER THE PLACE!

THE GENERATOR'S ACTUALLY *WORKING!*

CAN'T YOU JUST ZAP IT OR SOMETHING?

I DON'T KNOW WHAT'S POWERING IT! IF I USE THE WRONG TYPE OF ENERGY, I MIGHT START A CHAIN REACTION--

--ONE THAT COULD DESTROY THE *WORLD!*

WORLD... M-MUST SAVE...THE WORLD...!

BLAST! IF WE ONLY KNEW WHAT THAT GEMSTONE WAS FOCUSING, WE COULD-- WAIT! MAYBE THAT'S THE ANSWER!

IF THE WINDSTONE IS FOCUSING DIMENSONAL ENERGY AROUND WORLD CAPITOLS, MAYBE IT CAN BE FORCED INTO FOCUSING THAT SAME ENERGY--

--ON *ITSELF!*

UNG DON'T KNOW WHAT THIS POWER... IS DOING TO MY BODY--

--BUT MY MUSCLES FEEL LIKE THEY'RE TURNING TO PASTE!

GOTTA KEEP GOING!

KEEP TWISTING ...THIS SUPPORT BRACE...

...UNTIL IT'S POINTED... *STRAIGHT*...

...*DOWN!* GET DOWN! MY SPIDER-SENSE IS GOING CRAZY! THE MACHINE'S GONNA BLOW!

I-I DON'T UNDERSTAND! THE GENERATOR! *MY* GENERATOR! IT'S GLOWING! PULSING! I-IT'S--

GONE! DESTROYED BY THE CHAIN REACTION OF THE ENERGIES! WE DID IT! OVER-CROWDED OR NOT--

--OL' MOTHER EARTH IS STILL INTACT!

THE DANGER'S OVER NOW, CM--IT'S SAFE TO CHANGE BACK FROM YOUR LIGHT FORM.

I...I WISH I *COULD!*

HUH?

THIS MORNING, FOR A FEW SECONDS, I HAD TROUBLE CHANGING *INTO* MY ENERGY FORM.

BUT EVER SINCE THAT GENERATOR STARTED, FOR SEVERAL MINUTES, I'VE BEEN TRYING TO CHANGE *OUT* OF IT--AND I *CAN'T!* SPIDER-MAN, I-IF I DON'T FIGURE OUT WHAT'S GOING ON--

--I MAY NEVER BE *HUMAN* AGAIN!

CONTINUED NEXT ISSUE? YOU BET!

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
143
JULY
02147

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP®

SPIDER-MAN®

AND

STARFOX™

Stan Lee PRESENTS: SPIDER-MAN AND STARFOX -- TOGETHER!

SHIFTS AND PLANES

SHE IS A WOMAN WHO KNOWS.

FOREMOST, SHE KNOWS THAT SHE IS **MONICA RAMBEAU**, AN EX-OFFICER WITH THE NEW ORLEANS HARBOR PATROL, AND THE NEW **CAPTAIN MARVEL**, A TOP MEMBER OF THE ELITE FIGHTING FORCE CALLED THE AVENGERS.

SHE ALSO KNOWS THAT MERE MOMENTS AGO SHE HELPED THE AMAZING **SPIDER-MAN** KEEP A WELL-INTENTIONED LUNATIC FROM TRANSPORTING DOZENS OF WORLD CAPITALS TO AN UNNAMED, UN-IMAGINABLE DIMENSION.

BUT BECAUSE OF THOSE EVENTS, THERE IS NOW ONE VERY CRUCIAL FACTOR THAT SHE **DOESN'T** KNOW...

SPIDER-MAN, WILL I EVER BE... *HUMAN* AGAIN?

DAVID MICHELINIE
PLOT / SCRIPT
GREG LAROCQUE
PENCILS
MIKE ESPOSITO
INKS
DIANA ALBERS
LETTERS
CHRISTIE SCHEELE
COLORS
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

HEY, COME ON, MARVEL, WE'VE BEEN THROUGH A LOT! MAYBE YOU'RE JUST TOO SHAKEN TO CHANGE BACK! HECK, SOMETIMES I EVEN FORGET WHICH END OF A *TOOTHBRUSH* TO USE!

MAYBE IF YOU CONCENTRATE--

I'VE *BEEN* CONCENTRATING. THAT'S NOT THE ANSWER.

IT'S ALL SO STRANGE... EARLIER TODAY, WHEN DR. PAULSON'S GOONS TELEPORTED BETWEEN DIMENSIONS, I SOMEHOW CHANGED FROM ENERGY TO HUMAN FORM IN MIDAIR!*

AND NOW, EVER SINCE WE DESTROYED PAULSON'S DIMENSIONAL GENERATOR, I CAN'T CHANGE *OUT* OF MY ENERGY FORM!

WORLD... HEH... I-I'VE SAVED... HEH... THE WORLD...!

OH, PUT A SOCK ON IT, PAULSON!

*LAST ISSUE-- DANNY.

I FIRST GAINED MY POWERS THROUGH THE EXPLOSION OF A MACHINE THAT WAS DIMENSIONAL IN NATURE, SO THERE COULD BE A LINK. BUT... *WHAT?*

HEY! THAT SOUNDS LIKE SOMETHING I WAS RESEARCHING BACK WHEN I WAS IN GRADUATE SCHOOL--!

MARVEL... DID THAT MACHINE HAVE ANYTHING TO DO WITH THE INTERFACING OF DIMENSIONS?

WELL, I THINK PROFESSOR LECLARE DID MENTION *SOMETHING* LIKE THAT, BUT--

THEN THAT COULD BE IT! MAYBE THE EXPLOSION CREATED SOME SORT OF AFFINITY BETWEEN YOU AND ANOTHER DIMENSION! AND WHENEVER YOU BECOME ENERGY, YOUR *PHYSICAL* FORM TRANSFERS TO THAT OTHER DIMENSION!

SO WHEN PAULSON'S GENERATOR OVERLOADED, IT MAY HAVE SET UP SOME SORT OF INTERFERENCE THAT KEEPS YOU FROM *RETRIEVING* YOUR PHYSICAL SELF FROM THE ENERGY PLANE!

WELL, I... I SUPPOSE THAT'S POSSIBLE.

BUT IT DOESN'T DO ANY-THING TO HELP ME GET MY *BODY* BACK!

NO, BUT *THIS* MIGHT!

IT'S ONE OF THE WRIST UNITS PAULSON'S HENCHMEN USED TO TRAVEL THROUGH DIMENSIONS!

IF WE ACTIVATE IT, MAYBE IT'LL GIVE US SOME SORT OF CLUE!

BUT WE DON'T KNOW HOW IT WORKS! IT COULD BE DANGEROUS!

SO WHAT'S THE WORST THAT COULD HAPPEN--I COULD END UP IN *CLEVELAND*?

YOU COULD *DIE*!

OH. GOOD POINT.

MAYBE WE'D BETTER TRY THIS *LONG DISTANCE*!

PWWWIIIP

NOTHING! JUST A FEW SPARKLES. SORRY, CAPTAIN. IT'S TOO BAD *PAULSON'S* LOST HIS MIND--HE MIGHT HAVE BEEN ABLE TO TEACH US HOW THE THING WORKS.

I DON'T SUPPOSE *THIS* GENTLEMAN WOULD DO INSTEAD?

WHO--?

STARFOX!

THE AVENGERS' COSMIC TRAINNEE! AND HE'S CARRYING PAULSON'S PARTNER, DR. LORBER!

WHEN I RETURNED TO AVENGERS MANSION FROM MY SOIRÉE WITH THE ROCKETTES, JARVIS TOLD ME OF THE BATTLE YOU HAD WITH SOME UNINVITED GUESTS-- SORRY I MISSED IT.

BUT THINKING THERE MIGHT BE MORE ADVENTURE TO BE HAD, I HOMED IN ON THE IDENTIFICATION FREQUENCY OF THE QUINJET YOU TOOK, AND FOLLOWED YOU HERE --

--WHERE I SAW THIS FELLOW SKULKING AWAY RATHER RAPIDLY, AND THEREFORE ASSUMED HE MUST BE GUILTY OF *SOMETHING*. CARE TO FILL ME IN ON THE DETAILS?

I THINK WE'D BETTER. IN A NUTSHELL, 'FOX...

"...SPIDER-MAN AND I GOT TOGETHER AFTER WE'D BOTH BATTLED GROUPS OF GOONS WHO APPEARED AND DISAPPEARED AT WILL.

"AFTER FIGHTING MORE OF THEM AT THE MANSION--

"-- WE WERE ABLE TO TRACK THEM HERE, THANKS TO SPIDER-MAN'S SPIDER-TRACER.

"WE FOUND THAT THE GOONS WERE WORKING FOR *DR. ERIC PAULSON* AND HIS ASSISTANT, DR. LORBER.

"THEY HAD A MAD PLAN TO REDUCE WORLD POPULATION BY SENDING GLOBAL CAPITALS INTO ANOTHER DIMENSION!

"AND THEY *ALMOST* SUCCEEDED! BUT WHEN THEIR DIMENSIONAL GENERATOR WAS ACTIVATED, SPIDER-MAN WAS ABLE TO TURN ITS ENERGY ON ITSELF--

"--AND THE RESULTING OVERLOAD CAUSED THE MACHINE TO *VANISH!*

"BUT FOR SOME REASON, THAT DISAPPEARANCE IS PREVENTING ME FROM CHANGING FROM ENERGY BACK TO HUMAN FORM!"*

*ALL LAST ISSUE--DANNY.

THEN PERHAPS *THIS* FELLOW MIGHT PROVIDE A SOLUTION-- IF PERSUADED *GENTLY* ENOUGH!

B-BUT THERE'S NOTHING I CAN DO! IF THE GENERATOR HAS BEEN DESTROYED, THE EFFECTS ARE ALMOST CERTAINLY *PERMANENT!*

DON'T WORRY, CAPTAIN, WE'LL FIND SOME WAY TO--

--HUH? I FORGOT SHE'S INTANGIBLE. MY HAND WENT RIGHT *THROUGH* HER! BUT MY SPIDER-SENSE--IT'S TINGLING!

BUT IT ONLY TINGLES IF THERE'S DANGER! *OR*--

--IF IT PICKS UP THE SIGNAL FROM MY *SPIDER-TRACER!*

AND SINCE IT'S ONLY TINGLING WHENEVER I TOUCH CAPTAIN MARVEL, AND SINCE I SAW PAULSON DROP MY TRACER ON THAT GENERATOR BEFORE IT VANISHED--!

LORBER! IS IT POSSIBLE THAT THE GENERATOR *WASN'T* DESTROYED, THAT IT STILL EXISTS--AND IS *FUNCTIONING?*

WHY, I SUPPOSE SO... YES!

AND IF THE GENERATOR *IS* OPERATING IN SOME OTHER DIMENSION, IT COULD BE SETTING UP SOME SORT OF INTERFERENCE BETWEEN OUR DIMENSION AND THE ONE WHERE CAPTAIN MARVEL GETS HER POWERS!

IN THAT CASE, WE MUST FIND THE GENERATOR AND DESTROY IT! IMMEDIATELY!

UH... "WE"?

NEVERTHELESS, MOMENTS LATER IN A NEARBY LAB...

INTERESTING MECHANISM. PRIMITIVE, BUT WITH A CERTAIN CHARM.

IT WAS A PROTOTYPE FOR OUR P.R.I.D.E. GENERATOR--P.R.I.D.E. STANDING FOR POPULATION REDUCTION BY INTER-DIMENSIONAL EXPULSION.

IT DOESN'T HAVE THE POWER OF THE LARGER MACHINE, BUT IT SHOULD BE ABLE TO HOME IN ON THE OTHER GENERATOR AND GET YOU INTO THE DIMENSION WHERE IT NOW EXISTS.

AND, HOPEFULLY, BACK *OUT* AGAIN.

TERRIFIC...

THIS WRIST UNIT WILL SERVE AS A REMOTE CONTROL, ACTIVATING THE PROTOTYPE GENERATOR TO BRING YOU BACK. BUT IF THE GAP BETWEEN DIMENSIONS CLOSES COMPLETELY, AND THIS WARNING LIGHT FADES--

--YOU COULD BE TRAPPED THERE ***FOREVER!***

THE UNIT MAY APPEAR UNGAINLY, BUT--EH? Y-YOUR COSTUME! FLOWING TO COVER THE UNIT!

ALMOST AS IF THE FABRIC RESPONDED TO YOUR VERY THOUGHTS!

DON'T TELL ANYONE, DOC--

--BUT IT DOES!

SOON AFTER, A SWITCH IS THROWN, AND...

I SHOULD BE GOING WITH YOU!

NO, CAPTAIN, THE DIMENSIONAL INTERFACE COULD CAUSE YOUR UNSTABLE ENERGIES TO CHAIN REACT-- THE DANGER IS TOO GREAT.

SO WE WILL GLADLY FACE THAT DANGER ***FOR*** YOU!

AGAIN WITH THE "WE"! SHEESH!

FAREWELL!

A CRACKLE OF COLOR, AND IN THE WINK OF AN EYE--

--THE SMALL LABORATORY BECOMES LONELIER BY TWO.

AND IN THAT NEW EMPTINESS, CAPTAIN MARVEL FEELS FEAR FOR THE FUTURE...AND HOPE IN HER FRIENDS--

--COMPATRIOTS WHO, SECONDS OR EONS LATER, APPEAR ON A LANDSCAPE OF DESOLATE, ALMOST HAUNTING BEAUTY...

HOO-BOY. WHY DO I FEEL THAT ***ROD SERLING*** IS GOING TO POP UP ANY MINUTE AND SAY, "IMAGINE, IF YOU WILL, A WORLD UNLIKE ANY OTHER..."

UH-OH! LOOKS LIKE IT'S NOT *COMPLETELY* UNLIKE ANY OTHER! THERE'S DANGER *HERE*, TOO! MY SPIDER-SENSE IS GOING--

--*CRAZY!*

HEADS UP, STAR-FOX!

SHHWTTT

WHOOOP! BETTER MAKE THAT HEADS *DOWN!*

THEY ARE NOT OF THE MAHKO! ≡OONF≡

THEY MUST DIE!

I *KNEW* I WAS GONNA LIKE IT HERE...!

GOTTA SAY ONE THING FOR THESE GUYS, 'FOX--

--THEY DO MAKE A HECKUVA FIRST IMPRESSION!

THEY DO, INDEED! AND NOW WE MUST SHOW THEM OUR GRATITUDE--

--BY MAKING THE BATTLE A GLORIOUS ONE!

HE DOES THIS KIND OF THING FOR *GLORY?* WELL, I GUESS I CAN UNDERSTAND THAT--

--THOUGH I DON'T KNOW IF I *ADMIRE* IT!

BUT THEN...

AIIEEE! SKY-FIRE!

RUN!

SOME SORT OF FIREBALLS! CHASING THE ATTACKERS AWAY! MOST ILLUMINATING.

IF YOU THINK *THAT'S* SOMETHING, 'FOX--

"-- TAKE A LOOK AT WHO *THREW* THEM!"

THE WARRIORS OF THE *MAHKO CLAN* FEAR BUT ONE THING--FIRE! THE FLAMES FROM OUR SUN CRYSTALS MERELY STARTLED THEM.

THEY WILL RETURN.

AH, THEY'RE JUST A BUNCH O' SCAREDY-CATS!

"AND, 'FOX--I CAN UNDERSTAND WHAT BOTH SIDES ARE SAYING--EVEN THOUGH I DON'T KNOW THEIR LANGUAGES!"

"APPARENTLY, IN THIS DIMENSION, SPEECH IS TRANSMITTED TELEPATHICALLY AS WELL AS VOCALLY, SPIDER-MAN."

WE ARE THE *ELYSIAN*-- THE MAHKO ARE OUR ENEMIES. SINCE YOU FOUGHT THEM, WE MAY ASSUME THEY ARE YOUR ENEMIES AS WELL. IF THAT IS TRUE--

--YOU SHALL LIVE!

DEAR LADY, HOW COULD ONE EVEN *TOLERATE* CREATURES WHO WOULD GAIN THE ENMITY OF SUCH AN ENTRANCING AND GRACIOUS BAND AS YOURS?

NEVERTHELESS, RESCUERS AND RESCUED SOON JOIN TOGETHER, MOVING ON FOOT THROUGH THE SANDY WASTES OF AN ALIEN WORLD, ON A JOURNEY THAT EVENTUALLY TAKES THEM TO A WOODEN CITADEL THAT THE FEMALE WARRIORS CALL--

≡WHEW≡ THIS GUY SPREADS IT THICKER THAN JAM ON A MUFFIN!

--HOME!

WHAT'S SHE DOING?

SONDIA'S JUST GONNA SIGNAL WITH ONE OF THE SUN CRYSTALS.

THEY STAY COOL 'TIL YOU PRESS ONE OF THE FACETS JUST RIGHT, AND THEN...

FWUUUSH

" 'COURSE, YA GOTTA BE *REAL* CAREFUL WHEN YA CATCH 'EM AGAIN..."

NODDING, SMILING A LITTLE UNDER HIS MASK AS THE ELYSIAN GIRL TIMIDLY TAKES HIS HAND, SPIDER-MAN WATCHES HEAVY GATES SLOWLY RISE--

--AND THEN WALKS WITH THE OTHERS INTO A COMPOUND THAT APPEARS TO BE A SIMPLE, SMOOTHLY-RUN COMMUNITY.

YOU MUST FORGIVE OUR PEOPLES' STARES. TASKS HERE ARE ALLOTTED EQUALLY BETWEEN MEN AND WOMEN, BUT FIGHTING HAS TRADITIONALLY BEEN A FEMALE ROLE.

THEY ARE NOT USED TO MEN DRESSED IN SUCH APPARENT WARRIOR GARB AS YOURS.

THOUGH I ADMIT THAT IT WAS *BECAUSE* OF YOUR COMBAT ABILITIES THAT WE CAME TO YOUR AID.

WE WERE PARTICULARLY IMPRESSED WITH *YOUR* MANEUVERS, FLAME-HAIR.

MADAM, MY HEAD GROWS DIZZY WITH GRATITUDE.

HOW COME THEY ALL FAWN OVER HIM? WHAT AM I, CHOPPED LIV--

SIR?

MY NAME'S TAMBI, AN' I JUST WANTED TO SAY, WELL, I THINK YOU'RE KINDA CUTE.

LITTLE LADY, YOU'VE JUST MADE MY DAY...

EVENING ARRIVES, BRINGING A WELCOME MEAL... AND EXPLANATIONS.

OUR WORLD WAS PEACEFUL ONCE. EVEN THE MAHKO CLAN, THOUGH SOMEWHAT LARD-HEADED, WAS GENERALLY HARMLESS.

BUT THEN A NEW TRIBAL LEADER TOOK OVER, FANNING THE MAHKOS INTO A FRENZY OF WAR AND BLOODLUST!

HE IS CALLED *WILL-KILLER*, AND HE RULES WITH AN IRON HAND.

HE LOATHES THE ELYSIAN WITH A CRIMSON RAGE, AND HIS WAR AGAINST US HAS COST MANY SISTERS AND BROTHERS.

IN FACT, OUR ENTIRE PEOPLE MIGHT HAVE BEEN WIPED OUT HAD WE NOT FOUND THE MACHINE.

MACHINE? SPIDER-MAN, DO YOU THINK...?

I DO! SONDIA, COULD WE POSSIBLY SEE THIS "MACHINE" OF YOURS?

ONLY BY SIGNALING WITH SUN CRYSTALS TO HAVE THE MACHINE TURNED OFF CAN OUR PATROLS ENTER OR LEAVE.

BUT NOW WE'VE LEARNED HOW TO USE IT TO ESTABLISH AN INVISIBLE FIELD AROUND OUR CITADEL-- AND ANYONE WALKING INTO IT VANISHES INSTANTLY!

AND SOON, IN A NEARBY AUDITORIUM...

THAT'S IT, 'FOX--THE P.R.I.D.E. GENERATOR! THE FOCUSING ROD'S BEEN STRAIGHTENED OUT AND THEY'VE GOT IT WORKING AGAIN!

AFTER WE FOUND IT IN THE DESERT, OUR SCIENTISTS TOOK WEEKS TO DISCOVER HOW IT FUNCTIONED. SOME WERE KILLED IN THE PROCESS.

WEEKS? THIS *IS* A WEIRD PLACE! IT ONLY DISAPPEARED HOURS AGO TO US!

WITH YOUR ABILITIES, AND THE MACHINE'S PROTECTION, WE CAN *DEFEAT* THE MAHKOS! BUT YOU MUST SLEEP ON YOUR DECISION-- ARRANGEMENTS HAVE BEEN MADE.

SPECIAL ARRANGEMENTS FOR YOU, FLAME-HAIR.

HMMM.

UH, DON'T YOU THINK WE'D BETTER STICK TOGETHER, 'FOX? HUH?

'FOX...?

YES. ≥SIGH≤ I SUPPOSE YOU'RE RIGHT.

AND SO, AS THE NIGHT GROWS OLDER...

WE'VE GOT A PROBLEM, 'FOX. TO SAVE CAPTAIN MARVEL, WE HAVE TO DESTROY THAT GENERATOR. BUT IF WE DO THAT, WE COULD BE DOOMING THE ELYSIAN RACE!

OH, NO. DON'T TELL ME.

YOUR ASSESSMENT OF THE SITUATION IS MOST ACCURATE. AND AS I SEE IT, THERE IS BUT ONE EFFECTIVE AND HONORABLE SOLUTION.

WE MUST NEUTRALIZE THE MAHKO CLAN!

I KNEW IT...

AND THUS, SOME TIME LATER AS AN ELYSIAN PATROL MOVES OUT FROM THE CITADEL --

--TWO VISITORS MAKE AN UNSEEN EXIT OF THEIR OWN!

EASY, 'FOX! I'M SPIDER-MAN, NOT MOSQUITO-MAN! I'M NOT USED TO FLYING!

FORGIVE ME, MY FRIEND, BUT THE GENERATOR FIELD SHUTS DOWN FOR ONLY A FEW SECONDS TO LET PATROLS PASS. AND WE MUST BE BEYOND ITS RANGE BEFORE IT REACTIVATES.

I JUST HOPE THIS PLAN OF YOURS WORKS!

IT'S BOUND TO. IF WHAT SONDIA SAID ABOUT THE MAHKOS BEING HARMLESS PRIOR TO THEIR TAKEOVER BY THIS WILL-KILLER PERSON IS TRUE, ALL WE NEED DO IS DEFEAT *HIM* AND THE OTHERS SHOULD SCATTER LIKE CHILDREN!

YEAH. "SHOULD"...

NONETHELESS, SOON AFTER...

BOY THESE GUYS REALLY *DO* HAVE A THING ABOUT FIRE, FOX THEY PUT THEIR CAMP-FIRE UP ON A TOWER JUST TO KEEP AWAY FROM IT! MAYBE THEY *ARE* SISSIES!

IT'S THE ELYSIAN'S FLYING ALLIES! TELL THE COOK WE'VE FOUND *DESSERT!*

THEN AGAIN...

DO NOT WORRY--WITH MY TITAN-BORN STRENGTH, I COULD DEFEAT A DOZEN OF THESE SAVAGES WITHOUT BLINKING. WILL-KILLER WILL BE A PUSHOVER.

WE ARE FROM THE ELYSIAN TRIBE, AND WE CHALLENGE YOU FOR THE RULE OF THIS LAND!

BRING FORTH YOUR LEADER--AND WE WILL CRUSH HIM!

NO ONE CRUSH WILL-KILLER!

WILL-KILLER CRUSH *EVERYONE!*

THAT--

--IS A *PUSH-OVER?*

ARE YOU PUNY MAN WHO CHALLENGE WILL-KILLER?

SORRY, UGLY, I'D REALLY LOVE TO, BUT I'M AFRAID STARFOX HAS FIRST DIBS.

DON'T YOU, 'FOX?

STARFOX?

OMIGOSH! WH-WHAT'S WRONG?

I-IT APPEARS THAT MY EARLIER DIZZINESS... WAS MORE THAN AN AMOROUS TWINGE!

ALTHOUGH I AM IMMUNE TO EARTHLY DISEASES... THERE SEEMS TO BE SOMETHING IN THIS ATMOSPHERE... THAT IS MAKING ME RATHER *ILL!*

OH, NO! NOT *NOW!*

ME?

MUCH AS I REGRET RELINQUISHING THE GLORY... I'M AFRAID YOU MUST CARRY ON THE BANNER... OF ELYSIAN HONOR!

WH-WHAT EVER HAPPENED TO "*WE*"?!

KROSH

MAYBE IF I JUST STAY OUT OF HIS REACH, I CAN THINK OF SOME WAY TO--

"-- HUH? HE PRESSED A STUD ON THE MACE HANDLE, TURNING IT INTO A MACE-AND-*CHAIN*--!"

--GIVING HIM MORE *REACH* THAN ABDUL JABBAR ON STILTS!

KALASHT

SNIK

NOW HIS QUARTER-STAFF IS SHOOTING OUT SOME SORT OF CUTTING DISCS! THESE GUYS MAY NOT HAVE COMPUTERS OR MICROCHIPS--

--BUT THEIR *MECHANICAL* TECHNOLOGY IS DOWNRIGHT AWESOME!

SHHRRRING

GOT TO PUT SOME ROCKS BETWEEN ME AND THAT MONSTER, BUY MYSELF TIME TO THINK, TO USE MY RENOWNED WITS!

WHRAC HAK

KRUNCH

COME OUT, PUNY MAN! WILL-KILLER WANTS TO WATCH YOU BLEED! COME OUT--

--NOW!

YOU WANT IT--

--YOU GOT IT!

USED MY WALL-CRAWLING ABILITIES TO CLIMB DOWN THE CANYON FACE, THEN CLIMB BACK AROUND TO SURPRISE HIM FROM BEHIND!

NOW, WHILE HE'S STILL CONFUSED FROM MY ATTACK, I CAN MOVE IN CLOSER--

--AND THEN POUR ON EVERY OUNCE OF MY PROPORTIONAL SPIDER-STRENGTH--

WHUNT

--AND GIVE HIM EVERY-THING I'VE--

--GOT!

THRAK

FOR A MOMENT, THE WATCHING THRONG STARES IN STUNNED, ANTICIPATORY SILENCE. AND THEN...

THAT

HURT

OH, GEEZ! ALL I DID WAS MAKE HIM MAD!

OOOOHHH...

WHAT ARE THEY DOING TO-- NO! HE'S JUST TRYING TO GET UP! HE MUST BE FEELING BETTER!

BUT WORRYING OVER HIS COMRADE MAKES SPIDER-MAN CARELESS, BLINDING HIM TO THE WARNING OF HIS SPIDER-SENSE...

STARFOX!

...LETTING HIS ENEMY GET CLOSE ENOUGH TO--

THRAK

HE'S... GONNA... KILL ME.

HE'S HONESTLY... GOING TO... *KILL* ME!

SPRAK

CHUD

FUNNY... HOW EASY IT IS... TO JOKE ABOUT DEATH...

...UNTIL IT TAPS... *YOU* ON THE SHOULDER!

RIGHT NOW... ALL I WANT TO DO... IS GO HOME!

BUT IF OL' WEED-KILLER CONNECTS WITH THAT BOULDER... ALL I'M GONNA GO IS *SPLAT!*

GOTTA GET SOME LEVERAGE...USE WHATEVER STRENGTH I'VE GOT LEFT TO PUSH--

--AWAY!

WHRRAK.

-KLISH

AIIEEEEE

HUH?!

THE LEDGE--IT MUST HAVE BEEN UNSTABLE TO *BEGIN* WITH!

WHEN WILL-KILLER SMASHED THAT BOULDER DOWN SO HARD, HE TOOK THE WHOLE THING OFF--AND HIMSELF WITH IT! HE'S--

--GONE.

BUT IT'S NOT OVER YET! THE MAHKOS ARE MILLING AROUND, LIKE THEY DON'T KNOW HOW TO PLAY THIS WITHOUT THEIR LEADER!

BUT IF THEY DECIDE TO TAKE ME OUT, IN THE SHAPE I'M IN, THERE'S NOT A BLASTED THING I CAN DO ABOUT IT.

TH-THE *FIRE TOWER!* T-T-TOPPLING!

THERE IS, HOWEVER, SOMETHING THAT A WEAKENED BUT RECOVERING **STARFOX** CAN DO!

FLEE!

RUN!

AYYAAAA!

THE LITTLE GIRL WAS RIGHT--THEY RUN LIKE FRIGHTENED BUNNIES!

THANKS, 'FOX. BUT HOW ARE *YOU* FEELING? THINK YOU CAN FLY?

YES, I'M BETTER NOW. I SHOULD HAVE NO TROUBLE RETURNING US TO THE ELYSIAN CITADEL--SO LONG AS WE DON'T RUN INTO A ***HEAD WIND.***

THEY DON'T. THEY DO, HOWEVER, EXPECT RESISTANCE OF ANOTHER SORT SOME TIME LATER--

--AS THEY EXPLAIN TO SOLEMN ELYSIAN WARRIORS THAT THE MACHINE WHICH PROTECTS THEM MUST BE DESTROYED. THEY BRACE THEMSELVES, READYING FOR FURTHER COMBAT. HOWEVER...

YOUR STRATEGY WAS WISE. WITH WILL-KILLER DEAD, THE MAHKO THREAT IS ONE WE CAN READILY DEAL WITH OURSELVES.

SO, IN GRATITUDE FOR YOUR ACT OF COURAGE ON OUR BEHALF...

WARRIORS! LET YOUR SUN CRYSTALS *FLY!*

SHASH

SHISH

SH-SHASH

IT'S WORKING! THE LIGHT ON MY WRIST UNIT IS FADING, AND THAT MEANS THE DIMENSIONAL GAP IS CLOSING! I'LL ACTIVATE THE RETURN CIRCUIT AND--

STARFOX!

I'LL BE WITH YOU IN A MOMENT.

WE DON'T *HAVE* A MOMENT! GIVE 'ER A SMOOCH AND LET'S GO!

OH, AND SONDIA--

--SAY "SO LONG" TO TAMBI FOR ME, OKAY?

THE AIR CRACKS--

-- AND, AS ENERGY FROM THE PROTOTYPE P.R.I.D.E. GENERATOR DRAWS TWO HEROES THROUGH SPACE AND TIME...

LOOK! THEY'RE BACK!

NOT ALL THE WAY! THE GAP IS CLOSING TOO FAST!

I'M NOT GOING TO MAKE IT!

DO NOT DESPAIR, MY FRIEND! I WILL PULL YOU THROUGH!

NO, STAR-FOX--

--WE'LL PULL!

CAPTAIN--

--MAAAAAARVEL?

YOU'RE HUMAN AGAIN!

YES, AND IT FEELS GREAT! APPARENTLY, YOUR MISSION WAS SUCCESSFUL. I'M ABLE TO CONTROL MY SHIFTS TO AND FROM ENERGY FORMS AT WILL, JUST LIKE BEFORE!

I'M GLAD, CAPTAIN.

AND I'M GLAD-- GLAD TO HAVE FRIENDS LIKE YOU TWO. FROM THE BOTTOM OF MY HEART--

--THANKS.

SO, SPIDER-MAN, IT WAS A MAGNIFICENT ADVENTURE, WAS IT NOT?

WELL, I SUPPOSE HOPPING FROM DIMENSION TO DIMENSION *IS* A NOVEL WAY TO TRAVEL, BUT IF IT'S ALL THE SAME TO YOU GUYS--

--I THINK I'LL STICK WITH THE "A" TRAIN!

NEXT: SPIDER-MAN & MOON KNIGHT!

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
255
AUG
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

EVEN A GHOST...

...CAN FEAR THE NIGHT!

RF
JR

STAN LEE PRESENTS:

"EVEN A GHOST CAN FEAR THE NIGHT!"

STARRING THE AMAZING SPIDER-MAN!

SILENT AS A LIVING SHADOW, HE SWINGS THROUGH THE NIGHT.

THE BALCONY BECKONS IN THE MOONLIGHT, AND HE KNOWS THAT HIS MISSION NEARS COMPLETION.

SOON, HE WILL BE RICH...

...RICH BEYOND ALL DREAMS OF AVARICE!

TOM DeFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
GLYNIS WEIN -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR IN CHIEF*

FEARING DETECTION, HE DARES NOT SET FOOT UPON THE BALCONY ITSELF.

INSTEAD, MOVING WITH THE EFFORTLESS GRACE OF A TRAINED ATHLETE, HE LEAPS TO THE WALL --

--AND ADHERES TO IT!

AND THEN, HE QUICKLY REMOVES A HIGHLY SPECIALIZED ELECTRONIC DEVICE FROM HIS SKINTIGHT COSTUME.

WITHIN SECONDS, HE CORRECTLY IDENTIFIES THE SECURITY SYSTEM WHICH PROTECTS THIS APARTMENT--

--AND NEUTRALIZES IT!

BI-ZAT!

A CUSTOM-DESIGNED GLASS CUTTER IS EMPLOYED TO GAIN ENTRANCE.

AND THEN...

BEAUTIFUL!

THIS APARTMENT IS SIMPLY BEAUTIFUL!

I'M SO GLAD I CHOSE IT FOR MY FINAL JOB.

LOOTING IT WILL BE A PLEASURE!

A FITTING CLIMAX TO THE ILLUSTRIOUS CAREER OF--

-- THE *BLACK FOX*, MASTER BURGLAR!

I WON'T BE TOO GREEDY.

I'LL JUST TAKE ENOUGH TO PROPERLY SUBSIDIZE MY RETIRE-MENT.

A PITY I HAVE SUCH EXTRAVAGANT TASTES.

WHAT AN EXQUISITE VASE! THAT'S WORTH A MONTH ON THE RIVIERA--AT THE VERY LEAST!

I'LL JUST...

YEOW!

IT'S *MOVING*-- AS IF IT WERE ALIVE!

GROWLL

IT...IT'S *CHANGED*-- INTO SOME SORT OF MONSTROUS APE!

I DON'T KNOW WHAT I'VE ACCIDENTALLY STUMBLED ONTO--BUT I'VE HAD ENOUGH!

THIS FLASH GRENADE SHOULD BUY ME SUFFICIENT TIME TO ESCAPE!

OH, *NO!* A SECOND MONKEY--!

IT'S RAISING ITS ARMS! POINTING AT ME--!

UFFF I'M BEING PROPELLED BACKWARDS-- BY SOME KIND OF INVISIBLE FORCE!

RIGHT INTO THE ARMS OF A... GORILLA?!

3

EXCELLENT, MY PETS! I SEE THAT YOU HAVE FINALLY SUB-DUED OUR MOST UNWILLING GUEST!

NO! *NO!* THIS CAN'T BE HAPPENING!

I MUST BE GOING *MAD!*

FEAR CLAWS WILDLY AT THE FOX'S THROAT, AND HE BEGINS TO SCREAM!

SCREAM!

SCREAM!

MEANWHILE, ACROSS TOWN, AT 410 CHELSEA STREET...

÷WHEW÷ WHAT A WEEK!

I STILL CAN'T BELIEVE I SPENT THE LAST FEW DAYS DIMENSION-HOPPING WITH *CAPTAIN MARVEL* AND *STARFOX!**

THAT'S THE SECOND TIME I'VE BEEN AWAY FROM THE EARTH IN THE PAST MONTH!

*SEE *MARVEL TEAM-UP*#142-143--DANNY.

THOSE OTHER GUYS MAY LIKE TRAVELING AROUND THE GALAXY--BUT I'M STRICTLY A FRIENDLY *NEIGHBOR-HOOD* SUPER HERO.

÷YAWN÷ A TIRED ONE AT THAT!

I'D BE IN THE SACK RIGHT NOW--IF I WASN'T RUNNING LOW ON *BVDS*.

MY NEW COSTUME NEEDED A GOOD CLEANING, TOO.

IT MAY BE COMPOSED OF A SPECIAL ALIEN MATERIAL WHICH CAN REPEL DIRT MOLECULES--

--BUT IT WAS STARTING TO FEEL A LITTLE GAMEY, ANYWAY!

I HAVE SO MUCH TO LEARN ABOUT THIS COSTUME.

IT HAS SOME PRETTY WEIRD PROPERTIES.

BUT I SHOULDN'T BE TOO SURPRISED ABOUT THAT...

...AFTER A-L, I DID PICK IT UP ON A STRANGE PLANET AT THE OTHER END OF THE UNIVERSE!*

*HHM! WHAT'S TO EAT--?!

*IN THE *MARVEL SUPER HEROES SECRET WARS* LIMITED SERIES-- DANNY.

LOOKS LIKE I'VE GOT THE FIXINGS FOR A MAJOR LEAGUE SANDWICH.

SALAMI, PROVOLONE, PICKLES, HOT PEPPERS, AND --

--BREAD?!

YEECH! THE GREEN SLIME HAS STRUCK AGAIN!

SCRATCH THAT IDEA!

MOMENTS LATER...

I'M GOING TO CALL IT A NIGHT...

I SHOULD REALLY BE OUT LOOKING FOR THE HOBGOBLIN'S MISSING BATTLE WAGON--OR TRYING TO FIND OUT EXACTLY WHY JACK O'LANTERN TRIED TO HIJACK IT THE OTHER DAY*--

*SEE LAST ISSUE--D.

--BUT I'M REALLY TAPPED OUT! BESIDES, I PLANTED ONE OF MY TRACERS ON THE WAGON --SO I SHOULDN'T HAVE ANY PROBLEM FINDING IT IN THE MORNING.

YAWN

SLEEP COMES QUICKLY TO THE EXHAUSTED ADVENTURER...

AND THEN, UNEXPECTEDLY, HIS COSTUME BEGINS TO STIR...

SERPENTLIKE, IT SLITHERS ALONG THE COLD FLOOR--

--MOVING CLOSER--

--EVER CLOSER--

--TO ITS UNSUSPECTING TARGET!

ELSEWHERE...

I AM GLAD TO SEE THAT YOU HAVE FINALLY GOTTEN YOURSELF UNDER CONTROL

HERE, PERHAPS THIS WILL HELP CALM YOU.

I STILL DON'T UNDERSTAND--!

WHO ARE YOU?!

MY REAL NAME IS NONE OF YOUR CONCERN. BESIDES, IN THIS COUNTRY MY COMPANIONS AND I ARE BETTER KNOWN AS--

--THE *RED GHOST* AND HIS *SUPER-APES!*

OH, *NO!* HE'S ONE OF THOSE SUPER CRIMINALS ONE READS ABOUT! HE'S FOUGHT PEOPLE LIKE THE *FANTASTIC FOUR* AND *IRON MAN!*

THE BRANDY IS GOOD, YES?

MINUTES LATER...

COME, NOW THAT YOU'VE HAD A CHANCE TO RELAX, I'D LIKE TO SHOW YOU MY HOME. I'M QUITE PROUD OF IT.

HOWEVER, I MUST WARN YOU THAT MY PETS WOULDN'T LOOK KINDLY ON ANY ATTEMPT TO ESCAPE...

...ESPECIALLY SINCE THEY WAITED SO LONG FOR YOUR ARRIVAL.

WHAT?! YOU ALMOST SOUND LIKE YOU WERE EXPECTING ME...

OF COURSE WE WERE. A PROFESSIONAL THIEF DOESN'T ROB APARTMENTS AT RANDOM. SOMEONE RECOMMENDED THIS PLACE TO YOU. SOMEONE IN MY EMPLOY.

SO! I WAS SET UP!

YOU ARE HERE... BECAUSE I HAVE NEED OF SOMEONE WITH YOUR PARTICULAR TALENTS.

WITHOUT ANOTHER WORD, THE RED GHOST LEADS HIS STUNNED PRISONER INTO A HIGHLY SOPHISTICATED LABORATORY...

BEHOLD THE *COSMICIZER!*

ONCE THAT MACHINE IS COMPLETED, IT WILL INCREASE MY COSMIC-RAY INDUCED POWERS A THOUSAND-FOLD!

HOWEVER, THE COST OF CONSTRUCTING THE COSMICIZER IS PUTTING AN INCREDIBLE STRAIN ON MY RESOURCES.

FOR MONTHS, I HAVE SECRETLY LIVED HERE--SUPPORTED BY THE PROCEEDS GAINED FROM PAST CRIMINAL ACTIVITIES--BUT NOW, MY FUNDS ARE STARTING TO RUN LOW...

THAT'S WHY I NEED YOU!

ARE YOU SERIOUS?

YOU CAN WALK THROUGH WALLS! YOU CAN GO ANYWHERE--STEAL ANYTHING!

NO! I CAN'T LEAVE THIS APARTMENT! SUCH AN ACT WOULD BE AKIN TO SUICIDE!

DON'T YOU UNDERSTAND? MY ENEMIES ARE OUTSIDE--WAITING FOR ME TO REVEAL MYSELF--AND I DARE NOT FACE THEM UNTIL THE COSMICIZER IS COMPLETED!

MY PRESENCE IN THIS CITY IS A SECRET, AND MUST REMAIN SO!

I SHALL REMAIN HERE, WHERE IT IS SAFE, WHILE YOU SECURE THE FUNDS I NEED!

MY APES WILL ACCOMPANY YOU TO SEE THAT YOU DON'T BETRAY ME!

THIS IS CRAZY! *INSANE!*

THAT MAY WELL BE TRUE.

BUT YOU WILL DO WHAT I ASK...

...OR YOU WILL DIE!

THE NEXT DAY...

BWAM! BWAM! BWAM!

BWAM! BWAM! BWAM!

MLPHX

OPEN UP, PARKER! I KNOW YOU'RE IN THERE!

HUHH--?!

BWAM! BWAM!

WHO CAN THAT BE-- AT THIS HOUR?!

MUST BE AROUND MIDNIGHT! I COULDN'T HAVE BEEN ASLEEP FOR MORE THAN AN HOUR OR TWO!

ALL RIGHT! I'M COMING... I'M COMING...

MRS. MUGGINS! WHAT ARE YOU DOING UP SO LATE?

"LATE"?! THE ONLY THING LATE AROUND HERE IS YOUR RENT!

IT'S ONLY SEVEN O'CLOCK AT NIGHT! WHAT WERE YOU DOING IN BED? YOU SHOULD BE OUT MAKING MONEY!

SEVEN O'CLOCK?!

GOOD GOSH! I MUST HAVE SLEPT THROUGH THE ENTIRE DAY!

WHAT ABOUT MY RENT?

DON'T WORRY! I JUST GOT A BIG CHECK FROM THE DAILY BUGLE*--I'LL PAY YOU AS SOON AS IT CLEARS!

I'VE HEARD THAT SAD SONG BEFORE! I'LL BE BACK!

*SEE SPECTACULAR SPIDER-MAN #92--DANNY.

SHORTLY...

FINALLY GOT RID OF HER!

STILL CAN'T BELIEVE I WASTED THE ENTIRE DAY IN BED!

I WAS REALLY HOPING I COULD DROP IN ON MY AUNT MAY TODAY-- BUT I GUESS IT'S A LITTLE TOO LATE FOR THAT NOW.

I KNOW IT'S FUTILE, BUT I'M GOING TO TRY CALLING HER--

--EVEN THOUGH SHE'S REFUSED TO SPEAK WITH ME EVER SINCE I TOLD HER THAT I HAD DROPPED OUT OF GRADUATE SCHOOL!

HELLO? NATHAN?

PETER? I'M SURPRISED YOU'D HAVE THE GUTS TO CALL HERE!

DON'T TELL ME YOU WANT TO TRY TO PATCH THINGS UP WITH YOUR AUNT AGAIN!

YOU HAD YOUR CHANCE THE OTHER DAY--

--AND YOU BLEW IT!

NATHAN, WAIT! LET ME EXPLAIN! PLEASE *DON'T*--!

KLICK!

EVEN NATHAN LUBENSKY IS MAD AT ME!

WELL, I CAN'T BLAME HIM...

HE HAD ARRANGED FOR ME TO MEET AUNT MAY AT A RESTAURANT--

--BUT I NEVER SHOWED UP BECAUSE I WAS NEEDED ELSEWHERE AS SPIDER-MAN!*

*SEE LAST ISSUE FOR DETAILS--DANNY.

IF ONLY I COULD HAVE BEEN THERE, I JUST KNOW AUNT MAY AND I COULD HAVE WORKED OUT OUR PROBLEMS!

AW, WHAT'S THE USE?

SOMETIMES I FEEL LIKE MY LIFE IS COMPLETELY OUT OF MY CONTROL!

MOMENTS LATER...

AHH! NOW, *THAT'S* BETTER!

NOTHING LIKE A LITTLE WEB-SLINGING TO CHASE THE BLUES AWAY--!

BESIDES, I ALWAYS SEEM TO THINK CLEARER UP HERE!

MAYBE I'M A LITTLE WEIRD OR SOMETHING, BUT I REALLY GET OFF ON THIS--!

=YAWN= JUST WISH I COULD FULLY WAKE UP!

YOU'D THINK A GUY WHO HAD AS MUCH SLEEP AS I DID WOULD BE RARING TO GO--

--BUT I DON'T FEEL RESTED AT ALL! WISH I KNEW WHY!

WITH SPECTACULAR TWENTY-FIVE FOOT LEAPS, SPIDER-MAN SPRINGS FROM ROOFTOP TO ROOFTOP...

WONDER WHAT THE BLACK CAT IS DOING TONIGHT?

HAVE TO REMEMBER TO TELL HER THAT JOE ROBERTSON REALLY LIKED THOSE PICTURES SHE TOOK OF ME FIGHTING THE BLOB!*

IT'S A SHAME I COULDN'T TELL JOE WHO REALLY TOOK THEM--

--BUT I COULDN'T LET THE EDITOR IN CHIEF OF THE DAILY BUGLE KNOW THERE WAS A CONNECTION BETWEEN PETER PARKER AND SPIDER-MAN'S GIRLFRIEND!

I'VE LIMBERED UP ENOUGH!

IT'S TIME I GOT DOWN TO SERIOUS BUSINESS--

--AND STARTED LOOKING FOR JACK O'LANTERN AND THE HOBGOBLIN'S BATTLE WAGON!

*SEE SPECTACULAR SPIDER-MAN #91--DANNY.

JUST THEN, A MERE FIFTEEN BLOCKS AWAY...

THIS CAN'T BE HAPPENING TO ME!

LAST NIGHT WAS SUPPOSED TO BE MY FINAL JOB! I'D PLANNED TO RETIRE! WHAT WENT WRONG?

MUST REMAIN CALM! CAN'T PANIC! THE APES WILL TEAR ME APART IF THINGS DON'T RUN SMOOTHLY!

STILL DON'T UNDERSTAND WHY THE GHOST NEEDS SOMEONE LIKE ME TO LEAD THEM--

--UNLESS HIS FEAR OF THE OUTDOORS IS GREATER THAN HE LET ON!

SURE! I'LL BET HE'S AGORAPHOBIC! THAT WOULD EXPLAIN WHY HE NEVER LEAVES HIS APARTMENT!

Estelle JEWELRY

THERE'S THE JEWELRY STORE HE ORDERED US TO ROB.

I KNOW THAT ONE OF YOU IS A SHAPE-CHANGER-- BUT WHICH ONE?

GRRRR!

ER... RIGHT.

LISTEN CLOSELY! WE'VE GOT TO GET DOWN TO THE STREET --

"--AND I WANT YOU TO TAKE US!"

WHAT A RIDE! MY STOMACH MAY NEVER RECOVER FROM IT!

STAY BACK! IT'LL JUST TAKE ME A MOMENT TO PICK THESE LOCKS, AND--

HEY!

DON'T--!

SKRUTCH!

OH, NO!

EEEEE

YOU IDIOT!

YOU MUST HAVE SET OFF EVERY ALARM IN THE NEIGHBORHOOD!

WE'VE GOT TO GET OUT OF HERE!

KER-RASH!

IT'S NO USE! THE GHOST HAS TRAINED THEM TOO WELL!

THEY WON'T LEAVE UNTIL THEY'VE COMPLETED THEIR MISSION!

ALL RIGHT! ALL RIGHT! WE'LL LOOT THE STORE ...AND THEN GO!

WELL, WHAT ARE YOU ALL WAITING FOR?!

THE SAFE! OPEN IT-- NOW!

RIPP!

HURRY! EMPTY THOSE BOXES! WE CAN SEPARATE THE QUALITY MERCHANDISE FROM THE GARBAGE LATER!

NO WONDER THE GHOST NEEDED A HUMAN AGENT!

THE APES ARE HIGHLY INTELLIGENT, AND THEY RESPOND WELL TO ORDERS -- BUT THEY CAN'T THINK FOR THEMSELVES!

WEEEEE

THE POLICE!

PEOTOR--! YOU'VE GOT TO KEEP THEM AWAY FROM US!

INSTANTLY, THE LARGE ORANGUTAN LUMBERS FORWARD...

POLICE

YEARS AGO, WHEN HE WAS EXPOSED TO THE COSMIC RAYS WHICH GAVE THE GHOST AND ALL OF THE SUPER APES THEIR POWERS, HE GAINED THE ABILITY TO MAGNETICALLY POLARIZE HIMSELF--

--TO ATTRACT OBJECTS, OR--

MMMMM

--TO REPEL THEM!

KAR-A-SH!

NO, PEOTOR! NO! THAT'S ENOUGH--!

DON'T HURT THEM ANYMORE! I WANTED THEM STOPPED -- NOT KILLED!

THOSE POOR MEN ARE SHAKEN-- BUT THEY DON'T APPEAR TO BE SERIOUSLY INJURED!

UNNN

OFFF

THANK GOODNESS! I DON'T MIND STEALING FOR THE RED GHOST-- BUT I'VE NEVER BEEN A PARTY TO MURDER--AND I DON'T INTEND TO START NOW!

GOT TO GET AWAY FROM THESE MONSTERS!

NOW'S MY CHANCE --WHILE THEY'RE STILL DISTRACTED BY THOSE POLICEMEN!

THE RED GHOST DISARMED ME-- BUT HE NEVER REALIZED THAT I HAD OTHER FLASH GRENADES HIDDEN WITHIN MY COSTUME!

CAUGHT THEM BY SURPRISE!

WITH LUCK, I'LL BE LONG GONE BEFORE THEIR VISION CLEARS!

THEN, THEY'LL BE SO DISORIENTED THAT THEY'LL HAVE TO RETURN TO THE RED GHOST FOR NEW INSTRUCTIONS...

..I HOPE!

MEANWHILE, NOT FAR AWAY...

HA-CHA!

MY TRUSTY OLD SPIDER-SENSE HAS FINALLY ZEROED IN ON THAT TRACER I PLANTED ON THE HOBGOBLIN'S BATTLE WAGON!

BUT THEN, EVEN BEFORE SPIDER-MAN CAN BEGIN HIS PURSUIT...

WEEEE

WELL, WELL ...WHAT HAVE WE HERE--?

SPEEDING POLICE CARS-- AND THEY LOOK LIKE THEY'RE ON TO SOMETHING BIG!

I'D BETTER FOLLOW--

--AND HOPE I CAN PICK UP THE HOBGOBLIN'S VAN LATER!

BESIDES, THIS MIGHT BE A GOOD CHANCE TO SHOOT SOME MORE ACTION PIX FOR JOE ROBERTSON!

AND, AT THAT VERY MOMENT...

M-MY CHEST FEELS LIKE IT'S BURSTING... BUT I CAN'T SLOW DOWN...CAN'T STOP!

H-HAVE TO PUT EVEN MORE DISTANCE BETWEEN ME AND THOSE CRAZY ANIMALS!

TH-THEY'LL KILL ME IF THEY GET THE CHANCE!

I'VE BEEN A PROFESSIONAL CRIMINAL MOST OF MY LIFE...BUT I'VE NEVER KNOWN SUCH FEAR... SUCH ABSOLUTE TERROR!

I DON'T KNOW IF I'LL EVER FEEL SAFE AGAIN!

GRRR!

OH, NO--!

SNARLL!

KEEP BACK!

DON'T HURT ME! PLEASE--!

HELPPP!

I'D SAVE MY BREATH IF I WERE YOU, BUNKY!

THESE APES AREN'T KNOWN FOR THEIR MERCY!

BWAP!

FWAM!

THEIR BODY ODOR--YES!

WELL, HEL-LO DERE, LITTLE FELLA!

DO YOU WANT TO DANCE?

NO--? WELL, IF YOU'RE GONNA BE A WALL-FLOWER--

-- THEN JUST SIT OVER HERE!

FWOK!

THOUGH HIS APPEARANCE DIFFERS FROM THE FIRST TIME THEY MET,* THE APES INSTINCTIVELY RECOGNIZE SPIDER-MAN.

AND SO, THEY QUICKLY REGROUP--

*IN AMAZING SPIDER-MAN #223--DANNY.

--AND RETREAT!

YUP! JUST WHAT I NEEDED TO COMPLETE MY EVENING--

--THE RED GHOST'S SUPER-APES!

YOU SEEM HEALTHY ENOUGH, MISTER, SO IT'S TIME TO PLAY THE ANSWER MAN!

WHO ARE YOU?

AND, WHY WERE THOSE HYPER-ACTIVE CHEETAHS SO ANXIOUS TO DOUSE YOUR LIGHTS?

I'M AFRAID I CAN'T REVEAL THAT INFORMATION--

--WITHOUT INCRIMINATING MYSELF! TA-*TA*, MY GOOD FELLOW!

HEY--!

I WASN'T FINISHED WITH YOU!

BOUNDING FORWARD, SPIDER-MAN LEAPS PAST THE FLEEING BURGLAR, ATTACHING HIMSELF TO A NEARBY LEDGE...

WHAT THE--?!

GIVE IT UP, FELLA!

THERE'S NO ESCAPE FROM ME!

NOW, WILL YOU TALK--

--OR *WON'T* YOU?

THE BLACK FOX CHOOSES TO TALK.

AND, MINUTES LATER...

THAT'S ALL I KNOW! *EVERYTHING!* I...

...SWEAR?!

HE'S... GONE!

WAIT! *THERE--!* SPARKLING IN THE MOONLIGHT!

THE JEWELS! THOSE STUPID APES MUST HAVE LEFT THEM BEHIND!

NOW I CAN RETIRE IN *STYLE!*

BUT, FIRST... THERE'S SOME UNFINISHED BUSINESS TO TAKE CARE OF...

MEANWHILE...

FLAP! FLAP! FLAP!

MY PETS--!

WHERE IS THE MAN I SENT WITH YOU?

WHAT HAPPENED TO HIM?

YOU WERE UNDER STRICT ORDERS TO RETURN WITH HIM--OR HIS BODY!

WHERE IS HE?!

YOU FAILED ME. DIDN'T YOU? *DIDN'T YOU--?!*

DON'T BLAME *THEM*, GHOSTY! THEY WERE SIMPLY OUT-CLASSED BY THAT LITTLE OLD WEB-SPINNER... *ME!*

I WEBBED MY AUTOMATIC CAMERA OUTSIDE! I JUST HOPE IT'S PROPERLY POSITIONED TO RECORD ALL OF THIS ACTION!

HOW DARE YOU INVADE MY HOUSE--MY SANCTUARY?!

JUST CALL ME *MR. PUSHY!*

KILL HIM!

SHEESH! IS THAT ANY WAY TO TREAT COMPANY?

TSK! TSK! MUSTN'T GET OVER-EAGER, HAIRY!

SEE WHAT HAPPENS WHEN YOU DON'T LISTEN TO ME!

YOU'VE ONLY GOT YOURSELF TO BLAME FOR THAT BAD HEADACHE YOU'RE GONNA HAVE IN THE MORNING!

PWIP!

KA-RASH!

WHOOPS! I FORGOT ABOUT MAGNET, MONKEY!

HERE! YOUR PAL IS MUCH MORE *ATTRACTIVE* THAN I AM, ANYWAY!

BWAK!

ENOUGH! YOU MUST BE DESTROYED!

I WON'T LET YOU REVEAL MY PRESENCE TO THE AUTHORITIES!

AND HOW ARE YOU GONNA STOP ME, LAUGHING-BOY?

I HAVE MY WAYS!

Y'KNOW SOMETHING, GHOSTY? I REALLY HATE IT WHEN YOU PULL THIS STUNT ON ME!

IT IS NO MERE STUNT! FOR BY SO DOING--

--I HAVE DISTRACTED YOU LONG ENOUGH FOR IGOR TO MAKE HIS MOVE--

--AND STRANGLE THE LIFE FROM YOU!

BUT THEN, REFUSING TO ACCEPT DEFEAT, SPIDER-MAN STRAINS AGAINST THE SLITHERING MONSTER WITH ALL THE POWER OF HIS SUPERBLY MUSCLED BODY, UNTIL--

ARRGH!

THIS SIDESHOW STOOGE MAY IMPRESS THE RUBES--

--BUT HE'S NO MATCH FOR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!

NOW THAT THAT'S SETTLED, I'D LIKE A TOUR OF THE PLACE!

WHERE'S THE LITTLE SPIDER'S ROOM?

STOP HIM!

WISH I WAS HALF AS CONFIDENT AS I SOUND--

--THESE GUYS ARE TOUGH!

WHEN IT COMES TO RAW POWER, THEY'RE IN A LEAGUE WITH THE *FANTASTIC FOUR!*

AH! FROM THE FOX'S DESCRIPTION, THAT'S WHAT I'VE BEEN LOOKING FOR--*THE COSMICIZER!*

I'VE GOTTA DESTROY IT BEFORE THE GHOST CAN USE IT TO INCREASE HIS POWERS!

UH-OH! HERE COMES THE GORILLA AGAIN!

HE'S SUPPOSED TO BE THE STRONG ONE OF THE GROUP!

MAYBE I CAN USE THAT TO MY ADVANTAGE!

GRRR!

"GRRR"?! YOU'LL NEED BETTER ONE-LINERS THAN THAT--

--TO BE INVITED TO THE SPIDER-MAN CELEBRITY ROAST!

BWAM!

KA-VWOOM!

GOOD SHOT, BONZO!

I THOUGHT I COULD TRICK YOU INTO DEMOLISHING YOUR BOSS'S BABY!

NOOO!

MONTHS OF LABOR--*GONE* IN AN INSTANT!

SUDDENLY, A LOUD HAMMERING ERUPTS AT THE APARTMENT'S FRONT DOOR, AND THEN --

OPEN UP! THIS IS THE POLICE!

LOOK--! THE PHONE TIP WAS RIGHT! IT'S HIM-- THE RED GHOST!

SO! IT APPEARS THAT THE FOX HAS DARED TO BETRAY ME YET AGAIN!

PEOTOR--!

MMMMMMMM

THE MASSIVE ORANGUTAN IMMEDIATELY RESPONDS TO HIS MASTER'S UNSPOKEN COMMAND--

--IN A MOST SPEC-TACULAR FASHION!

YEOW!

WH-WHAT'S HAPPENING TO US?

GO, MY FRIENDS! THE AUTHORITIES MUSTN'T CAPTURE YOU!

ATTEND TO THE WALL, MIKLHO! WE WILL RENDEZ-VOUS LATER!

FWAM!

THIS IS IS ALL YOUR FAULT, SPIDER-MAN!

I HOLD YOU RESPONSIBLE!

YOU HAVE DESTROYED THE COSMI-CIZER AND DRIVEN ME FROM MY HOME!

YOU HAVE DENIED ME THE PEACE AND SECURITY THAT I SO DESPERATELY SEEK!

YOU SHALL PAY!

THE RED GHOST NEVER FORGETS HIS ENEMIES! NEVER!

WHY ME?

I STARTED THIS NIGHT LOOK-ING FOR A STOLEN BATTLE VAN--AND LOOK WHAT HAPPENS! SHEESH

WHAT ELSE COULD GO WRONG?

ELSEWHERE, AT THAT PRECISE MOMENT...

KA-

HA!HA!HA!

...COLD LAUGHTER DRIFTS OUTWARD FROM A DOCKSIDE WAREHOUSE...

WHILE INSIDE...

WHERE IS THAT WEB-SLINGING FOOL?

I'M VERY DISAPPOINTED IN HIM. HE SHOULD HAVE BEEN HERE LONG BEFORE NOW.

A PITY I MUST NOW PRESS ON TO OTHER MATTERS.

I SUPPOSE I'LL JUST HAVE TO SET MY TRAP AT ANOTHER TIME, ANOTHER PLACE...

IT DOESN'T REALLY MATTER, THOUGH.

WHEN NEXT WE MEET--

KRUNCH!

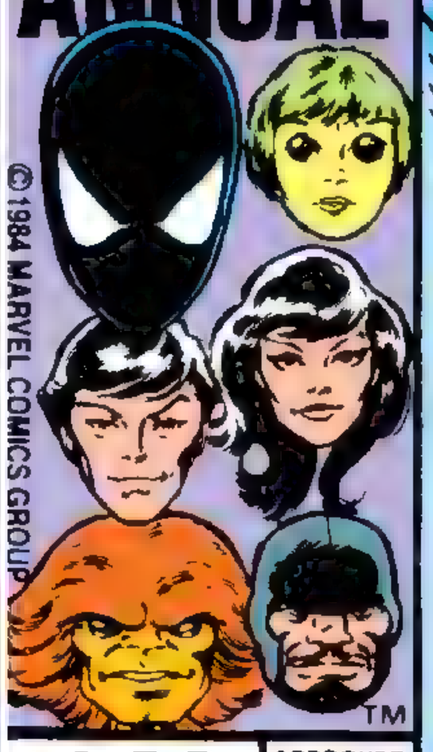
--SPIDER-MAN WILL SURELY DIE!

NEXT ISSUE!

THE BLACK CAT! MARY JANE WATSON! THE RETURN OF THE ROSE! AND, A DEADLY **NEW** SUPER VILLAIN ARRIVES ON THE SCENE! DON'T MISS...

"BEWARE THE PUMA!"

MARVEL®
ANNUAL



©1984 MARVEL COMICS GROUP

$1.00
7
1984
02350

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP® ANNUAL

SPIDER-MAN®

AND

ALPHA FLIGHT™

NEARY + BYRNE 1984

SO THAT'S *THE ANSWER*, ROBBIE!

THAT'S WHAT HE CALLED HIMSELF, ANYWAY! I'M NOT SURE WHAT THE QUESTION WAS!

HE SEEMS TO BE STALKING SPIDER-MAN FOR SOME REASON OF HIS OWN! WHO KNOWS, THIS COULD TURN INTO A PHOTO-*SERIES*!

LISTEN, PETE, I TOLD JONAH THAT, PUBLISHER OR NO, I CAN'T ALLOW HIM TO USE THE BUGLE AS AN ANTI-SPIDER-MAN SOAP-BOX...

...BUT I WON'T PROVIDE FREE AD-SPACE FOR SPIDER-MAN, EITHER!

WHAT I'M TRYING TO SAY IS... PUT A VOUCHER IN FOR THESE PICTURES... THEY'RE UN-QUESTIONABLY EXCELLENT ...BUT NEXT TIME, FIND ANOTHER SUBJECT!

WE'LL RUN PHOTOS OF SPIDER-MAN, SURE, BUT ONLY WHEN THEY'RE REALLY NEWS-WORTHY!

DON'T COUNT ON SELLING SHOTS OF EVERY BURGLARY-IN-PROGRESS SPIDER-MAN PUTS A STOP TO!

I-I UNDERSTAND!

SORRY, PETE! YOU KNOW, THE TECHNICAL QUALITY OF YOUR SHOTS IS BEGINNING TO MATCH THE PASSION YOU PUT INTO THEM...

...BUT, THERE ARE OTHER HEROES AROUND NEW YORK. TRY TO GET SHOTS OF SOME OF *THEM*!

YEAH, RIGHT!

THANKS, ROBBY! SEE YA AROUND!

SOON...

GLAD TO BE ON THE ROOF, OUT IN THE FRESH AIR! IT'S MY WORLD UP HERE!

TAKE PICTURES OF SOMEBODY ELSE!?! EASY FOR ROBBY TO SAY! ALWAYS SEEMED SIMPLEST TO PHOTOGRAPH *MYSELF!*

SOMEHOW THIS FIGURES! LIFE'S GOTTEN SO *WEIRD* SINCE I QUIT GRAD SCHOOL! AUNT MAY'S GOT A CASE OF THE TERMINAL MADS AT ME OVER THAT.

EVEN MY *COSTUME* IS WEIRD THESE DAYS!

I'LL NEVER GET USED TO THE WAY IT TRANSFORMS FROM STREET CLOTHES TO SPIDER-DUDS AT MY MEREST *WHIM!**

NOW *THIS* HAPPENS-- JUST WHEN ROBBY WAS STARTING TO LIKE MY SHOTS! EXCEPT THAT HIS FAVORITES WERE TAKEN BY THE *BLACK CAT...*

**SPIDEY GOT HIS NEW COSTUME IN THE MARVEL SUPER HEROES SECRET WARS--ON SALE NOW! --DANNY.*

...THE WOMAN THAT I LOVE. NOTHING'S ROTTEN ABOUT THE LUCK THAT MADE *HER* CROSS MY PATH-- FOR ONCE!

IT *IS* STRANGE, THOUGH, HOW SHE CAN'T STAND ME AS PETER PARKER...

...BUT SHE LOVES HER--

SPIDER!

CAT!

HI, HANDSOME! MISS ME?

MISS YOU? C'MERE! YOU WOULD NOT BELIEVE THE DAY I'VE HAD! ROBBIE WANTS ME TO CUT DOWN ON THE *SPIDEY* PHOTOS! HOW AM I SUPPOSED TO PAY THE RENT? ...EAT?...IF--

HUSH, HERO! THOSE ARE PETER PARKER'S DULL OLD WORRIES! MY *SPIDER'S* PROBLEMS ARE THE HOBGOBLIN, JACK O' LANTERN AND...

...ME!

CATCH ME IF YOU CAN, LOVER!

CAT! THERE'S NOT A PRACTICAL BONE IN YOUR SLINKY BOD-- BUT YOU SURE CHASE AWAY THE PETER PARKER BLUES!

WHILE, OFF THE COAST OF NORTH AMERICA...

I HAD THOUGHT MY COLLECTION COMPLETE -- AND THEN I GET A READING THAT HINTS THERE IS A PLODEX EXISTING ON EARTH!

BUT THEIR HEYDAY WAS EONS AGO. THIS IS CERTAINLY A MYSTERY--

--AND AN OPPORTUNITY I CANNOT IGNORE!

IT SHOULDN'T TAKE LONG TO MORE CAREFULLY SCAN THE PLANET FOR LIFE FORMS THAT REGISTER AS ALIEN AND--

WHAT?! A *WARLOCK!* ON EARTH??? I'D BETTER GATHER MY PLODEX QUICKLY AND BE GONE!

A *CLOUD-BEING!* WORTH INVESTIGATING -- ON THE RETURN TRIP, PERHAPS...IF EARTH STILL EXISTS!

"HUMPH! *DIRE WRAITHS!* I HAVE SEVERAL ALREADY! VILE CREATURES!

"HUMMM! MOST INTERESTING! NOT PRECISELY WHAT I AM SEEKING..."

...BUT AFTER ALL, THE FIRST RULE OF COLLECTING STATES: WHEN CHANCE PRESENTS ITSELF, DON'T PASS IT BY! IT MAY NOT COME YOUR WAY AGAIN!

THE *LAMP!* I NEED *THE LAMP!* WHAT LUCK TO OWN A TEMPORAL TRANSPORTER! I MIGHT NEVER HAVE MET *ALI BABBA* WITHOUT IT...

...AND OBSERVED HIS CHILDLIKE GLEE AS HE BARTERED HIS LAMP...AND *FLYING CARPET...*

...FOR MY BROKEN-DOWN, SECOND-HAND ROBOT! THE MAN HAS NO CONCEPT OF THE VALUE OF--

AH-HA! HERE IT IS!

SSSSSSSSSS

THAT BEING ON THE SCREEN! I WANT HIM!

AND HURRY! THE LOTUS POPPY OF SIRIUS 5 IS ABOUT TO BLOSSOM! IT WILL MEAN A MILLENNIUM'S WAIT IF I MISS IT!

ELSEWHERE...

SHHHH

MY SPIDER-SENSE -- TINGLING LIKE MAD! FEELS LIKE THERE'S DANGER ALL AROUND ME!

STAN LEE *PRESENTS:*

THE Collected SPIDER-MAN

TO HEAR...

OH, MASTER...

...IS TO...

...OBEY!

AS IF I DIDN'T HAVE *ENOUGH* PROBLEMS!

MY SPIDER! LET HIM GO, YOU--

OOH!

CAT!

WRITER:
LOUISE SIMONSON

PENCILLER:
PAUL NEARY

INKER:
SAM DE LA ROSA

LETTERER:
JOE ROSEN

COLORIST:
CHRISTIE SCHEELE

EDITOR:
DANNY FINGEROTH

EDITOR-IN-CHIEF
JIM SHOOTER

COME BACK HERE WITH MY SPIDER!

THIS "SPIDER" IS YOURS NO LONGER. HE HAS JUST BECOME THE PROPERTY OF...

...THE COLLECTOR!

A PRIZE INDEED --AND IN PRIME CONDITION! WELCOME TO MY COLLECTION! YOU ARE...?

YOU'VE "COLLECTED" SPIDER-MAN --AND YOU DON'T EVEN KNOW WHO I AM?!

I SUPPOSE I'M HERE FOR SOME INSTANTLY OBVIOUS QUALITY, THEN? INTELLIGENCE? SUAVE GOOD LOOKS?

PERFECT RECALL OF EVERY EPISODE OF THE TWILIGHT ZONE...?

AMONG OTHER ASSETS..

BEEP! BEEP!

EXCELLENT! THE PLODEX SWIMS NEARBY! THIS IS MY LUCKY DAY!

SWIMS--BUT LACKS A TAIL. HOW DISAPPOINTING! BUT THEN, FISH ARE NOT EARTH'S DOMINANT LIFE FORM, ARE THEY, MY BOY? THIS VARIANT IS MOST BIZARRE!

A MER-WOMAN! A MUTANT? OR ONE OF THE SUB-MARINER'S PEOPLE? SHE'S LIKE NOTHING ON EARTH!

NEITHER ARE YOU, LAD! YOUR STRENGTH...AGILITY! I REGRET WE LACK TIME FOR A DEMONSTRATION.

LATER, PERHAPS, BUT, FOR NOW, WE CAN'T HAVE YOU HOPPING ABOUT THE SHIP UNSUPERVISED CAN WE?

INCARCERATE OUR GUEST IN THE PEARL OF GREAT PRICE, OH DJINN! I HAVE A MISSION FOR YOU!

TO DO MY MASTER'S BIDDING...

...IS MY JOY!

OPEN UP...

...PEARL!

NOW WAIT...

...A--

CHOMP!

WHILE, A HUNDRED METERS BENEATH THE FRIGID NORTH ATLANTIC...

SUB-MARINER OFFERED TO HELP ME UNRAVEL THE SECRET OF MY ORIGIN BUT HIS COMPANY PROVED TOO...DIVERTING!

WHILE FROLICKING WITH HIM-- I REMOVED MY AMULET AND THUS MISSED *GUARDIAN'S* DISTRESS CALL!

SOON AFTER, GUARDIAN WAS *SLAIN* BY A VILLAINOUS SUPER-GROUP* - INCLUDING MY OLD TEAMMATES FROM BETA-FLIGHT --AND *I* WAS NOT THERE!

I SHOULD *NEVER* HAVE-- EH?!

*SEE *ALPHA FLIGHT* #12 -- DANNY.

MY AMULET! WORTHY OR NOT, I MUST CALL FOR HELP! THOUGH WHAT MY TEAMMATES CAN DO AGAINST THIS *HORROR*, I CANNOT SAY...

...OR EVEN IF THEY CAN *LOCATE* ME HERE!

WELCOME, MY DEAR, TO MY *COLLECTION!* YOUR BEAUTY ALMOST LULLS ME AGAINST THE DANGERS OF YOUR KIND!

WHAT--?

YOU SEEM *PUZZLED*? I WILL EXPLAIN *ALL* LATER... WHEN I HAVE MADE YOU MORE...COMFORTABLE!

YOU SEEM...OVERWROUGHT! PERHAPS FLUTE MUSIC WILL CALM YOUR JANGLED NERVES!

BUT FIRST, A SMALL PRECAUTION!

SEE-NO-EVIL! COME TO ME!

AN INCREDIBLE *SET*, IS IT NOT... PART OF A PERFECT, IF COMPLEX, METHOD OF SEDATING MY PRIZES!

THE FLUTE, IN TRUTH, IS A TRANSLATION/CONTROL DEVICE FASHIONED BY KYMELLIAN SORCERY...

...OR I WOULD NEVER DARE TRANSPORT A XANTHIAN BOULDER-CRUSHER LIKE *SNAKE-EYES* ABOARD MY SHIP! YOU UNDERSTAND MY RELUCTANCE!

YOU ARE NOT CHARMED, YET, MY DEAR? I GUARANTEE... *YOU WILL BE!*

"EXCELLENT! I CAN TELL BY SEE-NO-EVIL'S STIFFENED BODY THAT *SNAKE EYES'S* HYPNOTIC GLANCE SWEEPS THE ROOM!

"THE FEMALE SHOULD BE INSTANTLY SUSCEPTIBLE, AS ARE ALL PLODEX!

"I PLANNED TO SET THE *DJINN* TO INDEXING AND FILING MY TREASURES. AH, WELL--

"--HE IS ASLEEP NOW--AND SNORING FOR FOUR.

"IT IS JUST AS WELL HE SLUMBERS. I HAVE BEEN WORKING HIM RATHER HARD LATELY. THE REST WILL DO HIM GOOD!

"THE TRIPLETS ARE THE MOST RESISTANT CREATURES IN THE UNIVERSE. WHEN SEE-NO-EVIL COLLAPSES...

"*THERE!* I WILL PIPE THE FINAL NOTES THAT WILL RETURN HIM TO HIS BASKET..."

...AND PREVENT ME FROM EXPERIENCING SNAKE EYES'S HYPNOTIC EFFECT FIRST HAND!

AFTER ALL, ONE OF US MUST STAY AWAKE AND IN CHARGE. IT MAY AS WELL BE *ME!*

AND NOW THAT I HAVE MY PLODEX, I HAD BEST RESUME MY JOURNEY TO SIRIUS 5!

I'VE BEEN CAPTURED BY A GALACTIC-CLASS LOONEY-TUNE!

SIRIUS 5 SOUNDS LIKE OUTER SPACE TO ME, COLLECTOR, AND I'D PLANNED TO KEEP MY ADVENTURES NON-COSMIC --AT LEAST FOR A WHILE!

YOU WANTED A DEMO OF *SPIDER STRENGTH*--

--AND *AGILITY?*

YOU GOT IT!

CHOMP!

WHILE OFF THE EASTERN COAST OF CANADA, THE STRANGE ASSEMBLAGE KNOWN AS ALPHA FLIGHT CONFER IN MID-AIR...

MARRINA'S DISTRESS SIGNAL ORIGINATES TO THE EAST, *PUCK*--

--THERE!

IT'S GOOD *SHAMAN* REMAINED WITH HEATHER! WITH GUARDIAN'S DEATH SO RECENT, SHE NEEDS HIS COMFORT NOW MORE THAN WE NEED HIS MAGIC, eh?

BUT I WISH I COULD SHAKE THE FEELING THAT WE'LL SOON SORELY NEED HIS HELP!

IT IS AS WELL THAT *SNOWBIRD* DID NOT JOIN US! ALREADY WE HAVE FLOWN BEYOND THE RANGE OF HER POWERS...

...THOUGH OUR BATTLE WITH *OMEGA-FLIGHT* IN NEW YORK WAS A TRAGIC TIME TO DISCOVER THEIR LIMITATIONS!

IT IS UP TO *US*, THEN, TO SAVE MARRINA, MY SISTER! PERHAPS IT IS TIME YOU FORGAVE MY INSULT AND WE BEGAN TO WORK TOGETHER AGAIN!

WALTER AND I WORK MUCH BETTER TOGETHER, BROTHER! DO WE NOT, MON CHER?

THAT, SISTER, IS A MATTER OF OPINION! LUGGING *KING KONG* ALL OVER THE NORTH ATLANTIC HAS TO SLOW YOU DOWN!

AT LEAST *WALTER*, ORANGE APE THOUGH HE CAN BECOME, *MON FRERE*--REMAINS *ALL MAN!*

I BEGIN TO DISLIKE *AURORA* HEAKTILY, AND ALMOST TO LONG FOR HER ALTER-EGO *JEANNE-MARIE'S* RETURN! THE NUNS RAISED *HER* TO BE TIMID AND SHY...

...BUT THEY ALSO INSTILLED IN HER THE PRINCIPLES OF CHRISTIAN *FORGIVENESS*. DID THEY NOT?

THAT HE SHOULD WISH FOR JEANNE-MARIE'S RETURN--! THAT WHINEY LITTLE *BORE!*

HE WANTS YOU FOR HIMSELF, AURORA. AS *JEANNE-MARIE*, YOU MAY NOT BE HIS SOULMATE...

...BUT YOU ALSO HAVE NO POWERS, AND HE DOES NOT HAVE TO SHARE HER WITH ANYONE--*PARTICULARLY* WITH "KING KONG!"

WALTER!

SORRY, AURORA! GUESS HIS JIBES CUT CLOSER THAN I REALIZED!

UNTIL RECENTLY, I'VE HAD TWO SHAPES --*SASQUATCH* AND *WALTER LANKOWSKI*--BUT ONE MIND! THAT SEEMS TO BE CHANGING!

SASQUATCH'S BESTIAL NATURE GROWS MORE DOMINANT WITH EACH TRANSFORMATION! IT FRIGHTENS ALL OF YOU, I KNOW. BUT EVEN MORE, IT FRIGHTENS *ME!*

GUARDIAN'S DEATH DIDN'T HEAL OUR PETTY-SQUABLES, DID IT, NORTHSTAR? IF ANYTHING, IT MADE THEM WORSE, eh?

NORTHSTAR SPOKE IN ANGER--BUT ONCE BEFORE, AURORA'S *JEANNE-MARIE* PERSONA EMERGED IN THE MIDST OF BATTLE!

WITH OUR NUMBERS CUT ALMOST IN HALF, HER RETURN AT THE WRONG MOMENT COULD MEAN DISASTER FOR ALPHA-FLIGHT!

MEANWHILE...

YES, INDEED, MY BOY! A DEMONSTRATION OF YOUR STRENGTH AND AGILITY WOULD BE MOST ENJOYABLE!

TO SAY NOTHING OF MY SPIDER-*SPEED!*

EXCELLENT! BUT I WARN YOU ...MY *CARPET* IS ENDOWED WITH--

--SIMILAR QUICKNESS! PEARL--*TAKE HIM!*

I DON'T BELIEVE IT! SOMEWHERE OUT THERE ...*CLAMS* ACTUALLY *GOT LEGS!*

WELL, SPIDERS GOT *WEB-BING*--

--IN THREE STICKY VARIETIES! THERE'S STICKY *GOOP*...

SNAP! SPLOOSH!

...STICKY *ROPE*...

...AND STICKY *WEB!*

GUARANTEED TO LAST AN HOUR OR YOUR MONEY BACK!

NOW WHERE'S THAT LAMP?

HEY-- NOTHING'S HAPPENING!

A GAME TRY, LAD, BUT THE DJINN'S NAP WILL LAST EVEN LONGER THAN YOUR WEBBING!

YET, UNDAUNTED, YOU SNATCH THE *PLODEX* FROM THE DJINN'S CLAW!

I LIKE INITIATIVE IN A SPECIMEN-- WITHIN REASON... BUT I FEAR THIS DEMONSTRATION MUST NOW COME TO AN END--

--COURTESY OF THESE VENUSIAN SHOCK-FLIES!

ZZZTTTTZZZ

THEY MOVE SO FAST--CAN'T EVADE THEM!

THEY'VE EVEN EATEN THROUGH MY WEB-LINE AND--

AAARGH!

MOMENTS LATER...

MARRINA'S SIGNAL'S COMING FROM IN THERE!

BUT... IT IS SO HUGE! CHER WALTER-- HOW WILL WE EVER GET IN-SIDE?

GIVE ME A KISS FOR LUCK... AND I'LL GIVE *YOU* ONE GUESS! IT'S EASY-- EH, NORTHSTAR?...

...FOR THE ORANGE APE CALLED *SASQUATCH!*

SASQUATCH IS STRONG, ALL RIGHT, BUT AURORA FEARS HIS BESTIAL RAGES!

IF HE COULD BE PRO-VOKED INTO ONE OF THEM-- PERHAPS MY SISTER WOULD SEE THAT *THING*...

...FOR THE MONSTER HE TRULY IS!

WHILE INSIDE...

AH, *PLODEX!* YOU'VE AWAKENED!

MY *NAME* IS *MARRINA!* WHERE *AM* I? WHY AM I HERE?

IN MY SOUND-PERMEABLE *AQUARIUM*, OF COURSE, BECAUSE YOU ARE A CREATURE OF THE SEA...

...AND THOUGH YOUR FULLY DEVELOPED LUNGS MAKE YOU ALSO AN AIR BREATHER...

...THE REIN-FORCED AQUARI-UM SEEMED THE... SAFEST MEDIUM THROUGH WHICH TO HOLD A CON-VERSATION WITH A PLODEX!

YOU KEEPING *SAYING* THAT! WHAT'S A PLODEX?

AS YOU MAY HAVE GATHERED, YOUR ORIGIN IS NOT OF THIS EARTH!

"THE *PLODEX* WERE AN EXTRA-TERRESTRIAL RACE BENT ON CONQUEST LONG AGES PAST...

"TO THIS END, SHIPS WERE SENT TO LOCATE PRIMITIVE WORLDS, CARRYING EGGS TO BE PROGRAMMED TO MIMIC THE PLANET'S DOMINANT LIFE FORM AND EVENTUALLY *REPLACE* IT."

YOU ARE THE PRODUCT OF THIS PROCESS! YOU MIMIC THE HUMANS... BUT WITH ODD AQUATIC VARIATIONS!

I WAS TOLD BY *THE MASTER*--THE VILLAIN WHO GAINED CONTROL OF MY PEOPLE'S SHIP...

...THAT HUMANITY *SURVIVED* THIS VICIOUS ASSAULT, ONLY BECAUSE THE EGGS WERE RELEASED PREMATURELY INTO THE SEA.*

YOUR PEOPLE ARE AMONG THE MOST DANGEROUS AND VIOLENT IN THE GALAXY. YOU SEEM QUITE... *SANE* COMPARED TO THE OTHERS!

OTHERS?

EXAMINE CAREFULLY THE TANKS LINING THIS ROOM! THEY HOLD THE FROZEN FRUITS OF MY MOST RECENT LABORS.

*ALPHA FLIGHT #3-5--DANNY.

"I HAVE BEEN TO MANY *OTHER* WORLDS, YOU SEE ...TO COLLECT AND PRESERVE THE *MANY* PLODEX VARIATIONS...

"...WHO SLUMBER BEFORE YOU IN SUSPENDED ANIMATION. SOON YOU WILL *JOIN* THEM!"

EVEN NOW, YOUR AQUARIUM FILLS WITH A COOLING GAS! ICE CRYSTALS ARE BEGINNING TO FORM!

SLEEP NOW, MARRINA! AND MAY THE PLODEX SLUMBER PEACEFULLY FOREVER.

AND OUTSIDE...

READY?

WHILE WITHIN...

SO WHY *ME*, COLLECTOR? *I'M* NO PLODEX!

AH! SPIDER-MAN! NO! BUT YOU ARE REMARKABLE IN OTHER WAYS...

...THE STRENGTH THAT ALLOWS YOU TO RESIST THE ENERGY-SAPPING SHOCK-FLIES, FOR INSTANCE!

YOU ARE, IN FACT A *DOUBLE* PRIZE...

BLAM!

CRASH!

AH! *GUESTS! COLLECTIBLE* GUESTS!

I SHALL LOOSE MY *BOXERS* UPON THEM...

...WHILE I SLIP INTO SOMETHING A BIT LESS COMFORTABLE!

SURRENDER, ALIEN! RELEASE MARRINA--

--OR FACE THE WRATH OF ALPHA FLIGHT!

DOESN'T SEEM TO BE ANYBODY HOME, EH?

EXCEPT FOR HIM! CREEPY LOOKING BEGGAR, ISN'T HE?

DOESN'T SASQUATCH RECOGNIZE ME? WE MET AT THE HULK AMNESTY! I MAY HAVE A DIFFERENT COSTUME NOW...

...BUT I'M STILL THE SAME, LOVABLE SPIDER-MAN!

I'VE HEARD ABOUT YOUR NEW COSTUME! AURORA, PUCK, NORTHSTAR-- MEET SPIDER-MAN!

UH-UH! DON'T TOUCH! THESE VENUSIAN SHOCK-FLIES FORM AN ENERGY SAPPING FORCE FIELD!

THEY WON'T LET ME OUT-- AND BELIEVE ME, YOU DON'T WANT TO GET IN!

GREETINGS, EARTHLINGS! I AM THE COLLECTOR! YOU HAVE ENTERED MY SHIP UNBIDDEN...

...NEVERTHELESS, I WELCOME YOU! MARRINA, IN THE AQUARIUM BEHIND YOU, HAS ALREADY JOINED MY COLLECTION.

I INVITE YOUR PARTICIPATION, AS WELL!

A GLOWING BOX! MATERIALIZING OUT OF THIN AIR!

BOXERS, SON! TEN INTERDIMENSIONAL TRAPS FROM THE VEGAN TIMELINE!

SPIDER-MAN'S TRAP SAPS HIS STRENGTH! THESE BOXERS WILL SAP YOUR SANITY!

BOXERS-- TAKE THEM!

TWO OF THE MIDDLE-SIZED ONES CHASE ME!

AS I TWIST AND TURN, THEY FOLLOW MY PATH!

THEY SEEM CRYSTALLINE IN STRUCTURE! IF I LURE THEM AGAINST THE CONSOLE, WILL THEY SHATTER?

SKA-RASSH!

ONE DESTROYED, ONE TO GO!

WHY DO YOU HIDE, COLLECTOR? SHOW YOUR FACE!

A LUCKY DODGE, AURORA! BUT YOU WILL NOT EVADE THE OTHER! IT WILL CONTINUE TO CHASE *YOU*.

I, ON THE OTHER HAND, WILL BE SAFE. FOR, ONCE I AM VESTED IN MY *ETHERION-MADE ARMOR*, CAMOUFLAGING TRANSMISSIONS FROM ITS OUTER SHELL WILL PROTECT ME FROM PURSUIT.

I WILL BE A MATCH FOR ANY SUPER-BEING!

CRASH!

BELOW--*MORE* BOXERS DESTROYED! BUT *HOW?!?*

KA-RASH!

HAH! HAD 'EM CHASING ME FROM THREE DIFFERENT DIRECTIONS AND JUST *DUCKED!*

ALL THREE SMASHED INTO EACH OTHER--DESTROYED WITH A SINGLE BLOW!

HA! THEY MAY BE FAST BUT THEY SURE ARE *STUPID*--

eh? COUNT AGAIN, PUCK!

TRAPPED WITHIN THE BOXER, THE DWARF IS ENGULFED BY ITS MIND NUMBING BLACKNESS.

BUT YEARS OF MEDITATION... BORN OF THE DRIVE TO DISCIPLINE A BODY STUNTED BY NATURE AND BESET BY PAIN...

...ENABLE HIM TO TRIUMPH NOW...!

A HANDSTAND! A KICK AND--

SMASH!

BUT MARRINA! SHE'S BEING FROZEN! GOT TO HELP HER... BEFORE IT'S TOO LATE!

MEANWHILE...

SASQUATCH HAS SMASHED ONE OF THE THREE THAT ATTACK HIM AND THE *MAN* IN HIM IS STILL IN CHARGE!

I WILL ANGER HIM WITH TAUNTS AND BRING FORTH THE BERSERKER *BEAST!*

SKRASH!

CRASHING THESE BOXERS IS NO PROBLEM FOR *ME*, APE! BE GLAD I DID NOT DO THE SAME TO YOUR MONSTROUS FACE!

DESPITE MY TAUNTS, HE DESPERATELY RETAINS CONTROL!

POOR APE! MY JEST DISTRACTED HIM! HE DOES NOT SEE THE BOXER DESCEND...

"FOR HIM, IT'S A MERE ANNOYANCE. NOTHING THAT SHATTERS SO EASILY CAN LONG CONTAIN HIM."

NO!

INSIDE, HOWEVER, SASQUATCH IS ASSAULTED BY MIND-STEALING DARKNESS, UNTIL WHAT HUMANITY HE HAS RETAINED FLEES BEFORE IT.

*BUT WHERE THE MAN-MIND HAS FLED, **SASQUATCH THE BEAST** REMAINS, AND HIS ANIMAL **RAGE** WILL NOT BE **DENIED!***

SMASH!

NORTHSTAR!

SO THE APE RETURNS... IN SPIRIT AS WELL AS BODY! HOW DELIGHTFUL!

WHAT WILL MY SISTER THINK OF HER PLAY-MATE NOW?

AURORA IS FORCED TO DODGE THE MISSILES YOU HURL AT ME, AS WELL AS THE BOXER, KONG! SHE SEES WHAT A SADDENED BEAST YOU'VE BECOME.

YOU'VE LOST HER, SASQUATCH! SHE IS MINE!

THE DEBRIS FROM THE BOXERS SMASHED THE FORCE FIELD -- SENT THE SHOCKERS REELING!

WHAT'S WITH *SASQUATCH*?! I REMEMBER HIM AS A SOFT-SPOKEN, MELLOW GUY!

NOW HE'S ACTING ALMOST AS CRAZED AS THE HULK USED TO!

NO! A BOXER'S GAINING ON AURORA!

BUT EVEN AS SPIDEY LEAPS TO SAVE HER...

NO!

MERE SECONDS AGO, YOU REQUESTED MY PRESENCE! AND NOW, MY DEAR ...*HERE I AM* -- SUITABLY ATTIRED FOR THE OCCASION!

EXCELLENT! SHE HESITATED FOR THE BAREST INSTANT, BUT THAT WAS ENOUGH!

THE GIRL, AT LEAST, IS *MINE!*

WHAT *DESTRUCTION!* WHAT FORMIDABLE *STRENGTH!* SASQUATCH WRESTLES A BOXER TO A HALT! IMAGINE!

AT LEAST HE'S OCCUPIED... NEUTRALIZED...BY THAT IMPOSSIBLE FEAT AND UNLIKELY TO CAUSE FURTHER DAMAGE!

MEANWHILE...

HA-HA! AURORA DID YOU *SEE* WHAT YOUR LOVER TRIED TO DO?

AURORA?

NO!

IT IS *MY* FAULT! I ENRAGED SASQUATCH!

AND DODGING THE DEBRIS HE HURLED AT ME SLOWED HER-- SET HER UP TO BE CAPTURED!

NO! IT IS *YOUR* FAULT, SASQUATCH -- YOUR ANIMAL NATURE! YOUR BESTIAL RAGES!

MY SISTER IS TERRIFIED! I MUST RESCUE HER... BUT FIRST, I MUST DESTROY THE BOXER THAT HOUNDS ME!

LUCKILY, I AM THE FASTER TWIN!

BUT NOT FAST ENOUGH, NORTHSTAR!

CRASH!

THE BOXERS SHATTER-- BUT WITH THEM THE GLASS CAGES!

NEAR-BY...

FREEING MARRINA WOULD BE HARD ENOUGH WITHOUT FACING A RAIN OF GLASS!

I'VE GOT TO MOVE IT *FAST!*

PUCK'S RISKING HIS LIFE TO SAVE ME! YET ONCE, AT THE MASTER'S CALL, MY PLODEX IDENTITY ASSERTED ITSELF...AND I ALMOST KILLED THAT ENTITY!

PUCK HAS NO IDEA WHAT HE IS DOING-- WHAT KIND OF BEING HE IS TRYING TO SAVE...

...NOR WHAT *MONSTERS* MAY BE RELEASED, NOW THAT THEIR RETAINING GLASS IS SHATTERED!

MEANWHILE, AURORA, TRAPPED IN HER BOX, HAS BEEN FIGHTING OFF THE ALL-ENCOMPASSING DARKNESS...

CANNOT GET OUT! NOT STRONG ENOUGH! SO DARK! SO DARK...

BUT HOW CAN THIS BE? HOW CAN THE BOX CONTAIN *AURORA?* AURORA IS A CHILD OF LIGHT AND LAUGHTER!

IT IS *SHE* WHO IS BAD... WHO *DESERVES* TO BE HERE!

JEANNE-MARIE IS THE CHILD OF DARKNESS ...THE ONE TO BE LOCKED IN CLOSETS... TO PRAY THERE... TO BEG PARDON FOR HER SINS!

SISTER ROSE... I AM SORRY... LET ME OUT, PLEASE... LET ME OUT...

WHILE...

NO MORE BOXERS TO HURL AT YOU, NORTHSTAR...

RRIIIPP!

...BUT THAT WILL NOT STOP *SASQUATCH!*

AH! *CRYSTALS!* HARD, SHARP...

...DEADLY!

CRASH!

SASQUATCH IS TOTALLY BERZERK--PEPPERING THE ROOM WITH MISSILES... FORCING NORTHSTAR AWAY FROM HIS SISTER!

IT'S UP TO ME TO SAVE HER... IF I CAN MAKE IT THROUGH THIS DEADLY BARRAGE!

SASQUATCH! *STOP!* THOSE CRYSTALS POWER THE SHIP! WITHOUT THEM, IT WILL CRASH INTO THE SEA!

NOT ONLY THAT, BUT YOU'VE SMASHED THE CHAMBERS IN WHICH THE PLODEX SLUMBER! YOU CANNOT BEGIN TO UNDERSTAND WHAT HORRORS YOU HAVE RELEASED!

ELSEWHERE...

CRYSTALS! SHARP AND, IF I'M LUCKY, HARDER THAN GLASS! CAUGHT 'EM!

AND I CONSIDERED MY STINT AS CATCHER FOR THE FLYING ZAMBINIS A WASTE OF TIME!

MAYBE YOU OUGHT TO SURRENDER, COLLECTOR, eh?

NEVER! THIS DEBACLE HAS GONE TOO FAR! THERE ARE NO BOXERS LEFT!

TIME TO DIVEST MYSELF OF MY *HEAVY* ARMOR AND GET SERIOUS!

THE KYMELLIANS WARNED ME THAT OVERUSING THE FLUTE MAY DAMAGE ITS DELICATE PORCELAIN, BUT YOU GIVE ME NO CHOICE!

WHILE BELOW...

SMASH! CRACK!

SO FAR, SO GOOD!

WHILE ABOVE...

MY SHIELDED VISOR SHOULD PROTECT *MY* EYES...

...WHILE I PIPE A FEW WAKE-UP NOTES!

I'M FINALLY MAKING IT THROUGH THE BARRAGE OF CRYSTALS SASQUATCH IS HURLING. THAT GUY'S GOT A *BIG* MAD ON!

BUT AURORA LOOKS PAINFULLY WITHDRAWN...! WHAT ALIEN HORRORS--

OH NO! I RECOGNIZE THAT SOUND! MY INCARCERATION IN THE CLAM SPARED ME THE FULL *VISUALS*...

...BUT THE COLLECTOR THOROUGHLY NARRATED THE SOPORIFIC EFFECT OF *SNAKE-EYES!*

GOT TO STOP HIS PLAYING BEFORE HE FINISHES HIS WAKE-UP CALL AND PUTS THE REST OF US TO SLEEP!

WITH SPECTACULAR SPEED, SPIDER-MAN LEAPS FOR THE COLLECTOR...

...WHO ZOOMS ASIDE, TO ALL EYES, A BLINDING BLUR OF MOTION. IN THIS ARMOR HE HAS OUTFLOWN THE FASTEST BEINGS ON A DOZEN WORLDS...

NATIVE ABILITY VERSUS ETHERION ARMOR, EH, SPIDER-MAN?

TALENTED AS YOU ARE, YOU HAVEN'T GOT A--

NO!

BUT NEVER HAS HE ENCOUNTERED THE SPEED AND AGILITY OF THE AMAZING SPIDER-MAN!

DRAT!

WHEW! THAT SHOULD TAKE CARE OF OLD *SNAKE-EYES!*

CRASH!

HE'S AWAKENING BUT HIS HYPNOTIC EYES ARE STILL HALF CLOSED!

I PROBABLY HAVE ABOUT ONE SECOND--

--TO MAKE SURE THEY *STAY* THAT WAY!

NOW PUT YOUR LITTLE HEAD DOWN AND GO BACK TO SLEEP!

CRASH!

YOU GIBBERING FOOL! WITHOUT THE FLUTE, SNAKE-EYES IS UNCONTROLLABLE!

BETWEEN YOU AND ALPHA-FLIGHT, MY ENTIRE SHIP IS BEING DESTROYED!

SINCE YOU HAVE REPEATEDLY REFUSED TO SURRENDER, I WILL TAKE ADVANTAGE OF MY TEMPORAL TRANSPORTER TO GO ELSEWHERE...

...AND LEAVE YOU ALONE TO DEAL WITH THE HAVOC YOUR AWAKENING OF THE *PLODEX* WILL CAUSE UPON YOUR EARTH!

HUMPH! YOU COLLECTORS LOVE YOUR SPECIMENS WHEN THEY'RE QUIET AND WELL-BEHAVED...

...BUT AT THE TINIEST HINT OF TROUBLE...

SKRASH!

...YOU PLAN TO RUN AWAY!

OR MIGHT THAT BE A-*WHEN*?

N-NO! WHAT IS HAPPENING?

IT MAY SEEM BAD UP HERE, AURORA, BUT IT AIN'T NUTHIN' COMPARED TO WHAT'S GOING ON DOWN BELOW!

WHERE...

CRASK!

KERASSH!

SCRATCH ONE AQUARIUM!

MARRINA!

P-PUCK...!

SKRASH!

JUST FROZE AS WALRUS TOES, EH? AND AS LIVELY! LUCKILY, *I'M* LIVELY ENOUGH FOR TWO, SWEET-THING!

OOPS! WATCH OUT FOR RAMPAGING GIANT SNAKES!

REMINDS ME OF THAT TIME IN AFGHANISTAN I PLAYED CHICKEN WITH THE ORIENT EXPRESS!

PUCK...WITHIN THE GLASS... MONSTERS!

EVEN NOW THE SHIP'S WARMTH REVIVES THE UNLEASHED PLODEX! WITH SNAKE EYES BLINDED, I CANNOT RESTRAIN THEM HYPNOTICALLY...

...AND THERE IS SUCH HAVOC BELOW THAT MY TRANSPORTER, THOUGH IT LIES IN A CRATE THERE, IS BEYOND MY REACH. A TERRIBLE QUANDARY...

...AND A TERRIBLE *WASTE* ...OF THE FINEST PLODEX COLLECTION IN THIS GALAXY!

BEFORE MARRINA, BEHIND HER, BESIDE HER...THE PLODEX RISE, SCIONS OF HER MOST TERRIFYING NIGHTMARES...HIDEOUS, BESTIAL, DEADLY...

THESE ARE MY PEOPLE, PUCK! FINALLY!

THE ONLY ONES OF MY FLESH AND BLOOD I MAY EVER KNOW! THEY TERRIFY AND DISGUST ME...

...BUT, LORD HELP ME, CAN I HELP ALPHA FLIGHT DESTROY THEM?

NEARBY, DESPITE THE CAREENING SNAKE AND THE AWAKENING MONSTERS, THE DEADLY RAIN OF MISSILES CONTINUES...

YOU ARE SO FILLED WITH BLOOD-LUST, ANIMAL, YOU IGNORE THE LOOMING SNAKE THAT ATTACKS FROM BEHIND--

--OR ARE YOUR MADDENED EYES BLINDED BEYOND THE OBJECT OF YOUR RAGE?

THUMP!

OOF!

IF SO, APE... LET THE SNAKE'S RAGE BE VISITED UPON YOU--

--LEAVING ME FINALLY FREE TO JOIN MY SISTER!

AURORA! WHY ARE YOU SQUIRMING AROUND LIKE THAT? WHAT'S COME OVER YOU?

NO! YOU MUST NOT CALL ME BY THE FOUL NAME...

...OF SHE WHO DELIGHTS IN ABANDONING POOR *JEANNE-MARIE* IN FRIGHTENING PLACES...

...IN THE ARMS OF DANGEROUS MEN...SURROUNDED BY *MONSTERS*...

WHAT?!?

SPIDER-MAN! GIVE ME MY SISTER!

YOU'LL HAVE TO CALM DOWN YOUR HAIRY ORANGE LOVER, AURORA!

HE--WITH THE HELP OF THE SNAKE YOUR GALLANT *RESCUER* SET LOOSE-- IS DESTROYING THE SHIP!

WHAT DO YOU MEAN, JEANNE-PAUL?

YOU, OF ALL PEOPLE, SHOULD KNOW THAT *JEANNE-MARIE* HAS NO LOVER!

WELL, NORTHSTAR, YOU GOT WHAT YOU WANTED! MUCH GOOD MAY IT DO YOU!

MUCH GOOD MAY IT DO US *ALL!*

YOU WANT HER? *TAKE HER!*

YOU PEOPLE ALL BELONG IN A *LOONEY-BIN!*

WE'RE COLLECTED BY AN OBSESSED ALIEN--SURROUNDED BY MONSTERS--AND DOES IT *BOTHER* YOU?

NOOOO! CAN'T LET A LITTLE THING LIKE THE SHIP BEING TORN APART DISTRACT YOU FROM YOUR FULL-TIME SOAP OPERA!

SASQUATCH TURNS INTO A RAGING PSY-CHOTIC! *AURORA* TURNS INTO SOMEBODY ELSE!

AND *YOU*, NORTHSTAR, OLD PAL, HAVEN'T BEHAVED RATIONALLY FROM THE BEGINNING!

PWIP!

THE ONLY SANE--AND I USE THE WORD ADVISEDLY--MEMBERS OF YOUR CONTINGENT ARE MONSTER BAIT--

--UNLESS I HELP THEM!

THOUGH, IF IT TURNS OUT THEY'RE LIKE THE REST OF YOU, THEY MAY NOT BE *WORTH* SAVING!

JEANNE-MARIE! *AURORA!* YOU MUST LISTEN TO ME! YOU MUST STOP--

NO! JEAN-PAUL--TAKE ME AWAY FROM THIS TERRIBLE PLACE! THERE ARE *MONSTERS!* MONST--

EEEEEEE!

ZAP!

ARGH!

SHOCKED! BLACKING OUT! NO! FOR M-MY SISTER--

--I MUST *NOT!* SHE'S HELPLESS AS ONLY JEANNE-MARIE CAN BE--IN THE GRASP OF THAT PLODEX MONSTROSITY!

NO! RETURN HER, MONSTER! SHE IS *MINE!*

BUT EVEN AS NORTHSTAR GIVES CHASE, SASQUATCH LIFTS THE THRASHING SNAKE EYES IN A BEAR HUG, WHILE BEHIND HIM...

MONSTERS! SURROUNDING ME!

WITH GARGANTUAN STRENGTH, SASQUATCH HURLS THE BLINDED BEHEMOTH AND...

ENOUGH!

HA! MANY ARE CRUSHED 'NEATH THE SNAKE'S GIANT BULK!

THUD!

SOON YOU WILL *ALL* LEARN THAT NOTHING CAN DISTRACT SASQUATCH FROM NORTHSTAR!

AND NEARBY...

SPIDER-MAN'S JOINED THE BATTLE, MARRINA, BUT ALL ALONE HE'S NOT ENOUGH!

YOU'VE GOTTA PITCH IN, TOO-- OR THOSE MURDEROUS ALIENS'LL DE-STROY US!

MURDEROUS ...ALIENS... YES! THEY AND I ARE ONE!

BUT IF TO SAVE US, I MUST RELEASE THE MONSTER WITHIN MY SOUL--

--SO BE IT!

SLASH!

MEANWHILE...

FOOLISH MORTAL! AS IF THE EFFORT OF ONE PLODEX CAN STEM THAT OVERWHELMING TIDE!

YOU DEMOLISH MY SHIP-- LIMIT MY FREEDOM TO ESCAPE INTO *SPACE!* SO BE IT!

WITHIN THIS CRATE IS THE MEANS BY WHICH, IF NECESSARY, I WILL ESCAPE THROUGH *TIME!*

AS HE HAS CLAIMED, NOTHING **CAN** DISTRACT THE ENRAGED SASQUATCH!

BUT SASQUATCH IS TWO BEINGS... MONSTER **AND** MAN... AND IT IS THE **MAN** WHO AT LAST HEARS JEANNE-MARIE'S TERRIFIED WAILING...

EEEEEEEEE

EEEEEEEEE! HELP ME!

...AND ACTS!

AURORA!

UGLY AND USELESS-- YOU'LL MAKE A GREAT CLUB!

THUD!

JUST WHAT I NEED TO KNOCK AURORA FROM YOUR BROTHER'S GRASP...

N-NO! ANOTHER MONSTER!

POOR JEANNE-MARIE CANNOT ESCAPE ...CAN NEVER...

...AND SAFELY INTO MY ARMS!

AURORA! ARE YOU ALL RIGHT!?!

NORTHSTAR! THIS IS YOUR DOING!

PERHAPS, APE! BUT MINE WAS A SMALL TRANSGRESSION, N'EST-CE PAS?

BUT YOURS--! ONCE, YOU GRIPPED THAT SNAKE AS FIRMLY AS NOW YOU HOLD ME...YET YOU HURLED IT AWAY, ANNOYED...

"...FREEING IT TO RIP APART THE SHIP.

KER-ASH!

"THANKS TO YOUR SENSELESS ACT, WE WILL ALL BE DESTROYED!"

SPLASH!

WHY, YOU JEALOUS LITTLE WEASEL! YOU KNEW MY WEAKNESS! *TAUNTED* ME!

DID EVERYTHING WITHIN YOUR POWER TO FORCE ME TO LOSE CONTROL!

YOU DELIBERATELY ENDANGERED YOUR SISTER... *ALL* OF US!

I OUGHT TO THROTTLE--

N-NO, CHER WALTER!

NO, SASQUATCH! HE MAY BE IN-SUFFERABLE, AND I MAY NEVER SPEAK TO HIM AGAIN...

...BUT HE IS MY *BROTHER!*

WHILE ACROSS THE ROOM...

I SEE NOW MY CAUSE IS LOST! THE SHIP HAS BEEN DAMAGED BEYOND ITS ABILITY TO MAINTAIN SUFFICIENT ALTITUDE!

AND SO I BID YOU AND YOURS A FOND FAREWELL!

PUCK! HE'LL USE THAT THING TO ESCAPE! I CAN'T BREAK FREE OF THIS ALIEN...IN TIME TO REACH HIM!

YOU CAN'T, MAYBE...

...BUT WHAT'S STOPPING *ME*, EH?

THOCK

MY TRANSPORTER!

PWIP!

PWIP!

FORGET IT, COLLECTOR! YOU'RE NOT GOING ANYWHERE!

SUDDENLY, OUTSIDE...

SPLASH!

INSIDE...

THE COLLECTOR'S SHIP! THE OCEAN FLOODS THROUGH THE HOLE SNAKE EYES MADE IN IT.

NOTHING WILL STOP MY PEOPLE ONCE THEY ESCAPE INTO THE SEA...PRIMED FOR CONQUEST!

I MUST SPIN--

--CREATE A WATER-SPOUT THAT WILL WASH THEM BACK HERE IN-SIDE THE SHIP!

ITS FORCE WILL...*MUST* SUBDUE THEM...

...OR THE EARTH, MY FOSTER HOME, WILL FALL HAPLESS VICTIM TO THEIR DEADLY RAMPAGE!

INCREDIBLE! THE PLODEX ARE UNCONSCIOUS! AND AT LEAST HALF MY COLLECTION IS STILL INTACT!

PERHAPS IT IS A *BLESSING* THAT I DID NOT ESCAPE!

YOU WON'T THINK THAT WHEN WE'RE THROUGH WITH YOU!

NO! YOU DO NOT UNDERSTAND! THIS BATTLE MUST END NOW! THE SEA WATER WILL ENDANGER SOME OF THE SPECIMENS...

...AND PLACE IN *JEOPARDY* THE SURVIVAL OF THE ENTIRE UNIVERSE!

THE *UNIVERSE?* WHAT ARE YOU TALKING ABOUT?

I AM ONE OF THE *ELDERS OF THE UNIVERSE*... AN IMMORTAL RACE OF EXTRA-TERRESTRIALS ...THE OLDEST SENTIENT BEINGS ALIVE!

I AM PRONE TO APOCALYPTIC VISIONS, A DISTRESSING NUMBER OF WHICH COME TRUE.

MY MOST RECENT VISION WAS OF A BEING -- A HORNED *DEMON* WITH A SWORD OF *TWILIGHT* -- SETTING FLAME TO A DOOMED UNIVERSE!*

"I CAN DO NOTHING TO PREVENT SUCH EVENTS FROM OCCURRING...

"BUT, FOR ALMOST FOREVER, I HAVE COLLECTED PRIME OBJECTS AND BEINGS...

"...THAT COULD BE USED TO REPOPULATE THE UNIVERSE SHOULD IT BE DECIMATED!"

*SEE CURRENT ISSUES OF *THOR*-- AS IF YOU DIDN'T KNOW!-- DANNY.

SORT OF A COSMIC NOAH, EH?

EXACTLY! THE PLODEX SEEMED PARTICULARLY WELL SUITED TO MY BENEVOLENT PURPOSE, SINCE THERE IS SUCH A VARIETY OF THEM.

AND THOUGH THEY'RE AMONG THE FIERCEST PEOPLE IN THE UNIVERSE, THEY'RE NOTHING TO *EARTH'S SUPER HEROES!*

I'VE TRIED TO COLLECT THE AVENGERS NUMEROUS TIMES-- PRIME SPECIMENS ALL-- BUT THEY'VE HEARTILY RESISTED! AND NOW *YOU* HAVE DEFEATED ME AS WELL!

THEY'RE SO... AGGRESSIVE, AND ADAPTABLE!

MIGHT AS WELL TRY FLATTERY IF APPEALS TO GOOD CITIZENSHIP DON'T WORK, EH, COLLECTOR?

MAYBE IT NEVER OCCURRED TO HIM THAT HUMANS HAVE AN AVERSION TO BEING FLASH-FROZEN?

WE CAN'T DO ANYTHING ABOUT THE FATE OF THE UNIVERSE... BUT WE CAN WORRY ABOUT THE *EARTH!*

YOU ARE RIGHT, SPIDER-MAN! ALLOWING THE COLLECTOR'S MONSTERS TO REMAIN HERE... *IMPOSSIBLE, N'EST-CE PAS?*

SOUNDS GOOD TO ME! SURELY, SOMEWHERE IN THIS HUGE SHIP, COLLECTOR, YOU HAVE A *PUMP!*

YOU DO? GOOD! HOW SOON CAN YOU GET THIS VESSEL REPAIRED AND AWAY FROM EARTH?

YEAH! THEY'LL BE WAKING UP SOON-- PRIMED TO TAKE OVER!

THEN MAYBE WE BETTER GET THEM OUT OF HERE WHILE WE CAN!

SEVERAL HOURS LATER...

WELL, THERE HE GOES!

I WONDER, SPIDER-MAN... DID HE REALLY PLAN TO USE YOU AND MARRINA TO HELP RESEED A DOOMED UNIVERSE?

PROBABLY NOT!

HE SEEMED TO BE HAVING TOO MUCH FUN COLLECTING US FOR ME TO BELIEVE HE'S...

...A BEING WITH A SOMBER AND SERIOUS PURPOSE.

OUI! HE WAS COLLECTING FOR ITS OWN SAKE, MOST LIKELY!

I WONDER... IS HE HONORABLE ENOUGH TO KEEP HIS WORD?

AND CONSIDER EARTH *OFF LIMITS* FROM NOW ON? I DOUBT IT! HE'D SAY ANYTHING TO GET HIS COLLECTION BACK, *eh?*

WELL, AT LEAST THAT SHIP FULL OF MONSTERS WON'T BE AROUND TO WREAK HAVOC ON EARTH!

FOR NOW! BUT I SUSPECT THAT THE COLLECTOR WILL BE BACK SOME DAY WITH SOME *NEW* HORROR!

MONSTERS... HORRORS! THAT IS WHAT MY PEOPLE ARE ... WHAT *I* AM!

PERHAPS I SHOULD HAVE GONE OFF IN THAT SHIP WITH THEM. SOME DAY I MAY PROVE JUST AS DEADLY...

FAREWELL FOR NOW. I MUST BE ALONE!

MARRINA!

IT'S NO USE, PUCK! SHE'S GONE!

IT WAS HARD ON MARRINA, PUCK, *NON*?-- DISCOVERING HER PEOPLE LIKE THAT!

SHE'LL GET OVER IT, NORTHSTAR. ***EARTH'S*** HER HOME NOW AND ***WE'RE*** HER PEOPLE! SHE PROVED THAT TODAY, *eh*?

DID YOU NOTICE, CHER WALTER, ALL THE WONDERFUL THINGS THE COLLECTOR HAD IN HIS SHIP?

I THINK HIS ***COSMIC NOAH*** ACT WASN'T ENTIRELY A POSE! HE REALLY FEELS HE'S PRESERVING THINGS BEAUTIFUL AND SPECIAL!

BUT WHY WAS HE IN SUCH A RUSH TO GET OUT OF HERE?

SOMETHING ABOUT BARELY HAVING ENOUGH TIME TO REACH SERIUS 5 AND COLLECT SOME POPPY!

WELL, BETTER A POPPY THAN ***US!*** HE MAY NOT MEAN IT MALICIOUSLY, BUT HE'D JUST AS SOON FREEZE US AS LOOK AT ANY OF US!

THE OTHERS WILL GO DIRECTLY HOME...

...WE'LL DROP YOU IN NEW YORK, SPIDER-MAN...IT'S THE LEAST WE CAN DO, NORTHSTAR, *eh*?

SOON...

HERE'S WHERE I GET OFF!

FAREWELL, SPIDER-MAN!

IT'S BEEN FUN!...

...SORT OF!

ONLY NEXT TIME, LET'S MEET UNDER PLEASANTER CIRCUMSTANCES!

PWIP!

WHILE BELOW...

SPIDER... MY SPIDER... WHERE CAN HE HAVE GONE?

ANYBODY HOME?

SPIDER!

OH, SPIDER! I DIDN'T GO LOOKING FOR YOU! I DIDN'T ASK AT THE BUGLE OR AT YOUR APARTMENT OR ANYWHERE...

I KNEW YOU'D BE MAD AT ME IF I DID! BUT IT WAS SO HARD NOT DOING ANYTHING!

I JUST SAT HERE AND WORRIED... THE WHOLE TIME YOU WERE GONE!

THE BEST THING YOU COULD HAVE DONE!

OH, POOH! WHERE WERE YOU, LOVER? OFF ON SOME NEW SECRET WAR?

I'LL TELL YOU LATER, CAT, BUT I CAN'T PROMISE YOU'LL BELIEVE IT!

I JUST WANTED TO LET YOU KNOW I WAS OKAY BEFORE I HEADED HOME FOR SOME REST!

LOVER,.. WHY DON'T I--

YOU JUST STAY *HERE!* I SAID *REST*... REMEMBER?

WE'LL MEET LATER TONIGHT FOR A FIRST-CLASS PROWL! OKAY?

MINUTES LATER, SPIDER-MAN LEAPS IN THROUGH THE SKY LIGHT OF PETER PARKER'S CHELSEA APART-MENT...

FINALLY! BED, HERE I COME!

AND I THOUGHT *I* HAD PROBLEMS! RARELY HAVE I SPENT SUCH AN INSANE TIME WITH SUCH A BUNCH OF LUNATICS!

POOR *SASQUATCH!* AND *NORTHSTAR!* AND HERE I THOUGHT THE *CAT* WAS MAKING *ME* CRAZY!

SHE MAY PREFER TO IGNORE HER CIVILIAN IDENTITY-- AND MINE-- BUT SHE'S NO *AURORA!* AT LEAST SHE KNOWS WHO SHE IS!

AUNT MAY'S ANGRY AT ME? WHAT'S SHE-- COMPARED TO A HORDE OF RAMPAGING ALIENS?

AT LEAST I CAN TALK TO HER... IF I CAN GET HER TO MAKE UP AND TALK TO *ME!*

SURE, ROBBIE'S A LITTLE NEUROTIC ABOUT BEING THE BUGLE'S EDITOR... AND A LITTLE PICKEY ABOUT MY WORK RIGHT NOW...

...BUT HE'S NO *COL-LECTOR!*

AND THIS ALIEN-MADE COSTUME-- *WEIRD...*

...BUT AT LEAST IT *SEEMS* TO BE ON MY SIDE! IT EVEN PUTS ITSELF AWAY!

SO WHAT IF THE PUBLIC'S GETTING BORED WITH PICTURES OF SPIDEY? SO WHAT IF I NEED A WHOLE NEW ARRAY OF PHOTO SUBJECTS?

GREAT! WONDERFUL! *THESE* ARE THE KINDS OF PROBLEMS I'M USED TO... THE KIND I CAN *DEAL* WITH!

NOW I KNOW JUST HOW *DOROTHY* FELT! ONLY--OH,NO!--

I FORGOT TO TAKE ANY PICTURES!

END.

Stan Lee PRESENTS:

NO PLACE TO RUN

ALBANY, NEW YORK, 1984...

BOB DE NATALE- STORY
DAVID MAZZUCHELLI- PENCILS
BRETT BREEDING- INKS
JANICE CHIANG- LETTERS
CHRISTIE SCHEELE- COLORS
DANNY FINGEROTH- EDITING
JIM SHOOTER- EDITOR-IN-CHIEF

HI, HON, I'M HOME!

HMMMM. GUESS SHE'S NOT IN YET.

THE MAN'S NAME IS ARTHUR BERMAN. HE IS DECENT, MORAL, INTELLIGENT, AND ONLY BEGINNING TO FIND HIS PLACE IN THE WORLD.

HE SETTLED IN ALBANY BECAUSE IT'S SANE HERE. ALBANY IS A CLEAN, YOUNG CITY. IT DOESN'T WEIGH ON YOUR SHOULDERS.

THE WOMAN ARTHUR IS HAPPY TO SEE IS JENNIFER, HIS WIFE. SHE'S A DANCER AND GETTING BETTER AT IT EVERY DAY.

SHE, TOO, WANTS NOTHING MORE OUT OF LIFE THAN TO DO WHAT'S RIGHT.

TWO YOUNG PEOPLE, FULL OF HOPES AND DREAMS. BUT THEY UNDERSTAND VERY LITTLE OF THE WORLD AND HOW IT WORKS, AND THAT FRUSTRATES THEM.

THEY ARE ABOUT TO UNDERSTAND IT EVEN LESS.

I WANT TO CATCH A BIT OF THE NEWS BEFORE I GIVE YOU A HAND WITH DINNER.

I'LL JOIN YOU IN A SEC--

UH, ART...

...ART, I THINK YOU'D BETTER COME SEE THIS.

WHAT'S UP, HON? I PUT THE RICE--

SHHHH!

...WE STILL HAVEN'T HEARD FROM THE MAYOR'S OFFICE, SO THERE IS AS YET LITTLE INDICATION THAT THE GENERAL PUBLIC IS IN ANY WAY THREATENED.

THE POLICE HAVE BLOCKED OFF THE AREA AROUND THE GARAGE AND SEEM RELUCTANT TO LET REPORTERS INTO THE VICINITY. IT'S IMPOSSIBLE TO DETERMINE EXACTLY WHAT'S HAPPENING.

STILL, ROGER, THERE ARE CERTAIN THINGS WE DO KNOW.

FOR THOSE JUST TUNING IN, LET ME RECAP THE STORY. THERE IS A BATTLE TAKING PLACE IN A PUBLIC GARAGE ON 12TH AVENUE IN MID-TOWN ALBANY BETWEEN SOME MEMBERS OF THE FANTASTIC FOUR AND ANOTHER UNNAMED SUPER-POWERED PERSON.

YES, BUT AT THIS POINT IT WOULD SEEM THERE IS A STANDOFF AND FIGHTING HAS STOPPED...

...BUT, AS WE SAID, THE AREA IS BLOCKED OFF, SO IT'S DIFFICULT TO FIND OUT WHAT IS GOING ON.

WORD IS THAT NO INNOCENT BYSTANDERS HAVE BEEN HURT AND THERE HAS BEEN LITTLE PROPERTY DAMAGE. THERE ARE REPORTS, STILL UNCONFIRMED, THAT THE BATTLE INVOLVES THE ATTEMPTED HIJACKING OF A HIGHLY DANGEROUS, POSSIBLY RADIOACTIVE SUBSTANCE. BEYOND THAT...

... THINGS ARE A MYSTERY. EXACTLY WHICH OF THE FF ARE INVOLVED, WHO THEIR FOE IS, AND MOST IMPORTANTLY, THE THREAT TO THE PUBLIC POSED BY THE POSSIBLY RADIOACTIVE SUBSTANCE...

...ARE ALL UNKNOWN AT THE PRESENT TIME.

EXCUSE ME FOR INTERRUPTING, ROGER, BUT I'VE JUST RECEIVED WORD THAT A CAMERA CREW IS ACTUALLY INSIDE THE GARAGE. WE SHOULD BE GETTING A LIVE BROADCAST ANY SECOND NOW.

LET'S HOPE THIS IS A SIGN THAT THE SITUATION IS RESOLVED, LYNN, AND WE CAN ALL BREATHE A LITTLE EASIER.

THE CREW IS READY...

...WE NOW SWITCH TO LIVE COVERAGE.

THIS IS MIKE HARRIS REPORTING FROM INSIDE THE BARCLAY GARAGE.

THE HUMAN TORCH AND THE BLACK PANTHER ARE BATTLING A PERSON KNOWN AS THE CRIMSON DYNAMO--AND FARING VERY POORLY. THE PANTHER SEEMS TO BE OUT OF THE ACTION--

CAN YOU SEE THIS? IT'S INCREDIBLE!

--AND NOW, SO IS THE TORCH!

THIS IS ALL HAPPENING TOO FAST TO DESCRIBE...

THE PANTHER AND THE DYNAMO ARE SQUARING OFF. THE DYNAMO'S ABOUT TO--

SIZZAKK!!

WE APOLOGIZE. TRANSMISSION SEEMS TO BE TEMPORARILY INTERRUPTED.

MIKE! MIKE! CAN YOU HEAR ME?

... THE CRIMSON DYNAMO WAS AT ONE TIME AN AGENT OF THE SOVIET GOVERNMENT. WE HAVE NO INFORMATION ON HIS CURRENT STATUS, ALTHOUGH IT SEEMS UNLIKELY THAT THE SOVIETS WOULD SANCTION SUCH AN OPEN DISPLAY OF AGRESSION AND FORCE. IF THEY WERE DISCOVERED TO BE BEHIND THIS, THE REPERCUSSIONS COULD BE MONUMENTAL. SO FAR, THE WHITE HOUSE HAS...

ARE YOU SURE YOU DON'T WANT ANY CASSEROLE, ART? I'M ABOUT TO PUT IT AWAY.

I'M NOT HUNGRY.

I DON'T KNOW, EILEEN.

THEY'RE NOT TELLING US A THING. WHAT COULD BE HAPPENING OUT THERE? WHY DON'T THEY WANT US TO KNOW?

I NEVER THOUGHT IT WOULD MAKE IT UP NORTH TO US! THIS IS CRAZY. THEY'RE ALL CRAZY!

WHY COULDN'T THEY STAY IN NEW YORK?

ART, COME QUICK! THEY JUST SAID THAT--

I HEARD. THEY'RE ABOUT TO MAKE AN ANNOUNCEMENT.

I'M SCARED.

I'M PLEASED TO REPORT WORD HAS JUST COME IN THAT THE INCIDENT IN THE MID-TOWN GARAGE IS OVER AT LAST. THE CRIMSON DYNAMO IS IN THE CUSTODY OF THE F.B.I., AND A CLEAN-UP CREW HAS BEEN SENT IN.

DESPITE THE CLEAN-UP CREW, REED RICHARDS OF THE FANTASTIC FOUR GIVES HIS ASSURANCE THAT NO RADIOACTIVE SUBSTANCES WERE INVOLVED AND THAT THE THREAT POSED TO THE PUBLIC WAS MINIMAL.

HE DECLINED TO COMMENT FURTHER, RELUCTANTLY CITING THE NEEDS OF NATIONAL SECURITY, BOTH OF THE U.S. AND THE PANTHER'S KINGDOM, WAKANDA.

IT LOOKS AS IF WE MAY NEVER KNOW EXACTLY WHAT HAPPENED HERE THIS EVENING--

THE END

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
93
AUG
02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN

TM

IT'S YOUR CHOICE, SPIDER-MAN! SAVE THE BLACK CAT--

--OR DEFUSE THIS *BOMB!*

EITHER WAY...*THE ANSWER* WINS!

MILGROM

A HOT TIME IN THE OLD MORGUE TONIGHT!

L-LOOK OUT, MAN! HE'S *FLYIN'*!

YEAH, MAN! AND HE'S FLYIN' RIGHT AT US!

BUT WHY?! WHO *IS* THIS DUDE?!

Stan Lee PRESENTS:
A MILGROM / MOONEY / ALBERS / SHAREN / FINGEROTH / SHOOTER PRODUCTION

GOOD QUESTIONS! AND I AM...

...THE ANSWER!

SKA-

THUD!

AWRIGHT, FLY BOY-- NO ONE KICKS ME AND GETS AWAY WITH IT!

YEH! CUT 'IM, JIM!

SNIKT

I'M LOOKING FOR YOUR BOSS!

SWW!!!!!!!!T!

K-CHAK!

WHERE IS HE?

ARRRR! I'M STUCK, MAN! HE STUCK ME!!

WHERE IS HE?

HE'S DEAD, MAN!

HIS BODY?

THE POLICE MORGUE!

STUCK--I'M STUCK! BLEEDIN' OH, MAMMA!

VERY WELL. THE ANSWER HAS HIS ANSWER! YOU MAY LIVE.

BUT, BEFORE I CHECK TO BE CERTAIN YOU ARE TELLING THE TRUTH, I MUST CHECK IN ON ONE *OTHER* BODY. A LIVE ONE.

WOW! GREAT SHOT!

ADMIT IT, PETER, OLD BOY, THESE PHOTOS THE BLACK CAT TOOK OF YOU IN YOUR NEW SPIDEY LONG JOHNS ARE NOTHING LESS THAN SPECTACULAR.

THE PICS OF THAT NEW SUPER-BADDIE, THE *ANSWER*, AREN'T TOO SHABBY, EITHER!

DAILY BUGLE

SPIDER-MAN

I FEEL GUILTY ABOUT TAKING CREDIT FOR THE PHOTOS MYSELF, BUT IT WOULD BE AWFUL HARD TO EXPLAIN THE CONNECTION BETWEEN PARKER AND THE BLACK CAT WITHOUT COMPROMISING MY SECRET IDENTITY AS *SPIDER-MAN!*

BESIDES, I CAN *REALLY* USE THE MONEY THESE PICTURES BROUGHT IN. I'LL FIND SOME WAY TO MAKE IT UP TO THE CAT--

KNOCK KNOCK

EH-- SOMEONE AT THE DOOR.

OH, MRS. MUGGINS...

CAN THE SMALL TALK, PARKER--

--WHERE'S THE *RENT* YOU OWE ME? IF YOU THINK I'M RUNNING SOME KIND OF CHARITY OUTFIT HERE...

BELIEVE ME, MRS. MUGGINS, THAT THOUGHT HAD *NEVER* OCCURRED TO ME!

HERE'S YOUR MONEY! *CASH!*

WHU-?!

HMPH! WELL, IT'S ABOUT *TIME!* DON'T MAKE ME COME AFTER Y--

YOW! WHAT WAS *THAT?!*

HUH?

WHAT WAS *WHAT?*

I SAW SOMETHING *MOVING* IN THE JOHN. SOMETHING *BLACK!*

IS IT THAT BIMBO OF YOURS, PARKER? THE ONE I CAUGHT SNEAKING OUT OF HERE A FEW NIGHTS BACK?

YOU KNOW, THE ONE IN THE KINKY UNDERWEAR WHO LOOKED LIKE A REFUGEE FROM THAT BROADWAY SHOW, "CATS"!

I DON'T *APPROVE* OF THOSE KINDA SHENNANIGANS, PARKER--

YOU'VE MADE THAT QUITE *CLEAR,* MRS. MUGGINS. NOW IF YOU'LL *EXCUSE* ME...

AND DON'T FORGET I'M GOING TO WANT A RECEIPT FOR THAT MONEY! 'BYE!

COULD SHE HAVE SEEN THE BLACK CAT COMING IN THE SKYLIGHT? IT WOULDN'T BE THE FIRST TIME FELICIA HAS BURST IN ON ME UNANNOUNCED.

SOMETIMES I THINK THAT GIRL IS DETERMINED TO BLOW MY COVER!

NOPE! NOTHING IN HERE. NOTHING EXCEPT MY NEW COSTUME HANGING UP TO DRY!

HMMM... MAYBE THE WIND BLEW IT-- EXCEPT THE SKYLIGHT'S *CLOSED!*

OF COURSE, THAT COSTUME *IS* CAPABLE OF INDEPENDENT MOTION. EVER SINCE I PICKED IT UP ON THAT OTHER PLANET IN THE MIDDLE OF THE BEYONDER'S WAR,* I'VE BEEN WONDERING JUST WHAT MAKES IT TICK.

SO FAR IT ONLY MOVES IN RESPONSE TO MY MENTAL COMMANDS, BUT... THERE'S SO MUCH ABOUT IT I DON'T KNOW.

I JUST HAVE TO TAKE THE SUIT OVER TO THE BAXTER BUILDING AND HAVE THE FANTASTIC FOUR'S LEADER, REED RICHARDS, EXAMINE IT FOR ME LIKE HE OFFERED TO!

HE'S GOT THE SCIENTIFIC EQUIPMENT AND THE BRAIN POWER TO GET SOME ANSWERS THAT SEEM TO BE EVADING SCIENCE WHIZ PETER PARKER.

*SEE THE **SECRET WARS LIMITED SERIES** -- DANNY.

A LOT OF THINGS SEEM TO BE EVADING ME THESE DAYS-- LIKE A GOOD NIGHT'S SLEEP! I'VE BEEN FEELING KIND OF WRUNG OUT.

I GUESS MY RELATIONSHIP WITH THE CAT IS TAKING MORE OUT OF ME THAN I THOUGHT.

HUH! THERE I GO THINKING OF HER AS "THE CAT" AGAIN. HER ***REAL*** NAME IS FELICIA HARDY, FORMERLY A TOP-NOTCH CAT BURGLAR.

SHE'S REFORMED, BUT SHE STILL INSISTS ON THINKING OF HERSELF STRICTLY IN TERMS OF HER COSTUMED IDENTITY.

WHAT'S MORE, SHE ONLY LIKES TO THINK OF ***ME*** AS SPIDER-MAN. AS FAR AS SHE'S CONCERNED, PETER PARKER IS SO MUCH EXCESS BAGGAGE.

I'M NOT SO SURE I LIKE THAT! AFTER ALL, ***I'M*** THE REAL PERSON! SPIDER-MAN IS JUST THE DISGUISE I USE TO KEEP THE CRAZY WORLD OF A COSTUMED CRIME FIGHTER FROM COMING TOO CLOSE TO PETER PARKER'S REALITY.

WHEN I WAS GONE FOR A WEEK, FIGHTING THE BEYONDER AT THE OTHER END OF THE UNIVERSE, FELICIA TRIED TO REACH ME AT ALL OF PETER PARKER'S REGULAR HAUNTS.

I KNOW SHE WAS JUST WORRIED ABOUT ME BECAUSE SHE CARES FOR ME, BUT--

--IT WAS STILL STUPID OF HER TO JEOPARDIZE MY SECRET IDENTITY THAT WAY.

IT'S GONNA BE TOUGH TO YELL AT THE GIRL, ESPECIALLY WHEN SHE'S JUST HELPED ME PAY THE RENT.

BUT WE'VE JUST GOT TO HAVE A TALK ABOUT ALL THIS.

WHILE THE WEB-SLINGER HEADS EAST, CONTEMPLATING AN UNEASY CONVERSATION BETWEEN HIMSELF AND HIS LADY LOVE --

-- A CONVERSATION ON AN ENTIRELY DIFFERENT SUBJECT IS TAKING PLACE AT THE POLICE MORGUE.

TELL ME, BO, ARE THINGS ALWAYS THIS DULL AROUND HERE?

DULL AS DISHWATER, WOODY. NOT THAT ANYONE EVER REALLY EXPECTS MUCH TO HAPPEN AT THE MORGUE.

WE HAVEN'T EVEN GOTTEN ANY INTERESTING STIFFS IN HERE, LATELY.

TAKE THIS GUY, FOR INSTANCE. DIED OF A HEART ATTACK. BIG DEAL.

I'VE SEEN GUYS COME THROUGH HERE--YOU WOULDN'T *BELIEVE* WHAT THEY LOOKED LIKE.

YEAH, WELL, I SPENT TEN YEARS IN HOMICIDE, YOU CAN'T SHOW ME *NOTHIN'* I HAVEN'T ALREADY SEEN!

OH, NO? WELL WE *DID* GET A GUY IN HERE A COUPLE OF WEEKS BACK-- THEY STILL DON'T KNOW WHAT TO DO WITH HIM. HE WAS A BIG UNDERWORLD TYPE. YOU'LL KNOW HIM WHEN YOU SEE HIM.

NOBODY'S CLAIMED HIS BODY YET! THEY'RE NOT *ENTIRELY* SURE WHAT TO DO WITH IT!

HUH?

YEAH! I'LL SHOW HIM TO YA! BUT I'M WARNING YA, HE'S REALLY A STRANGE ONE.

BUT, FIRST, WHADDYA SAY WE BREAK FOR LUNCH?

SOUNDS GOOD TO ME. WANNA TRADE? I GOT LIVERWURST, YOU?

TUNA. NO TRADE!

MEANWHILE, ACROSS TOWN, IN A LUXURIOUS HOTEL SUITE...

I COULD AFFORD TO LIVE HIGH ON THE HOG WHEN MY BURGLING WAS BRINGING IN LOTS OF MONEY. BUT NOW, I'VE SWORN TO GO STRAIGHT--

--AND MY RESOURCES ARE DWINDLING DANGEROUSLY LOW. SURELY THERE MUST BE SOME WAY THAT WE TWO EXTRAORDINARY PEOPLE CAN EARN A HUGE INCOME.

BUT HOW?!

AH, LIFE WITH MY SPIDER SURE IS WONDERFUL.

IF ONLY I COULD CONVINCE HIM TO SEE THINGS MY WAY, HE COULD GIVE UP THAT LIFE OF DRUDGERY HE LEADS AS AN ORDINARY PERSON--

--AND HE AND I COULD SPEND OUR LIVES PROWLING THE NIGHT TOGETHER.

OF COURSE, THERE WILL BE PROBLEMS.

OH, WELL, I'LL WORRY ABOUT THIS MUNDANE STUFF LATER. RIGHT NOW IT'S ABOUT TIME FOR MY SPIDER TO ARRIVE!

HMMM. IT APPEARS THE BLACK CAT IS NOT GOING TO VENTURE OUT.

TOO BAD. I'D HOPED TO BE ABLE TO FOLLOW HER TO HER LOVER'S APARTMENT. LAST TIME I TRIED SHE JUST MANAGED TO GIVE ME THE SLIP.

NOW IT APPEARS I WON'T GET A SECOND OPPORTUNITY.

AH--AND HERE IS THE REASON WHY. THIS NIGHT, SPIDER-MAN COMES TO *HER.* I WILL OBSERVE THEM TOGETHER AND REPORT TO THE KINGPIN.

WELL, HERE'S FELICIA'S PLACE. I TOLD HER I'D MEET HER HERE. SINCE HER IDENTITY ISN'T A SECRET, THERE'S NO REASON WHY I SHOULDN'T SWING ON IN.

BUT MAYBE I *SHOULDN'T* SEE HER TONIGHT. THE WAY I'M FEELING ABOUT HER WEIRD AVERSION TO PETER PARKER IS BEGINNING TO GET ME DOWN.

I'M AFRAID I'LL SAY SOMETHING I'LL REGRET LATER.

MAYBE I'D BETTER SWING OFF AND COOL DOWN BEFORE--

SPIDER! WHAT ARE YOU DOING HANGING OUT THERE? I'VE BEEN DYING FOR YOU TO SHOW UP.

C'MON!

BUT--

CAT, I WAS GOING TO COME INSIDE. I HAVE SOME THINGS I WANT TO DISCUSS WITH YOU!

SILLY.

WHY TALK IN A STUFFY OLD APARTMENT WHEN THE WHOLE CITY CAN BE OUR PRIVATE CONFERENCE ROOM.

YEAH, WELL, I REALLY *WOULD* LIKE TO TALK.

OH, ALL RIGHT THEN.

LOOK, CAT, I'VE BEEN FEELING KIND OF GUILTY ABOUT TAKING CREDIT FOR THOSE PHOTOS YOU'VE BEEN TAKING.

YOU KNOW I'M DESPERATE FOR THE MONEY RIGHT NOW, OTHERWISE I WOULDN'T--

OH, POOH. DON'T GIVE IT ANOTHER THOUGHT.

DIFFICULT TO HEAR THEM FROM THIS HEIGHT. BUT, AS ALWAYS, I HAVE THE ANSWER.

I'LL SIMPLY INCREASE THE ACUITY OF MY HEARING, AND-- AH, THERE. CLEAR AS A BELL.

NO, REALLY, THE MONEY'S YOURS. AFTER ALL, I WOULDN'T HAVE HAD ANYTHING TO SHOOT IF IT WEREN'T FOR YOU.

WELL... I STILL WANT TO FIND SOME WAY TO PAY YOU BACK, AND I WILL. BUT THAT'S NOT MY MAIN PROBLEM.

OH?

NO! IT'S YOU BUTTING INTO MY CIVILIAN LIFE! I'VE BEEN MEANING TO SPEAK TO YOU ABOUT IT BUT IT SEEMS LIKE I KEEP GETTING SIDETRACKED.

YOU *KNOW* I DON'T WANT PEOPLE TO FIND OUT WHO I REALLY AM, YET YOU CONTINUE TO BARGE INTO MY APARTMENT, CONTACT MY FRIENDS, EMPLOYER, EVEN MY FAMILY.

IT'S ONLY A MATTER OF TIME BEFORE PEOPLE MAKE THE CONNECTION AND REALIZE THAT SPIDER-MAN IS REALLY--

DON'T SAY IT!

YOU KNOW I CAN'T STAND TO HEAR YOU TALK ABOUT YOURSELF AS THAT DULL PERSO`! YOU'RE MY ***SPIDER! ONLY*** MY SPIDER!

WHAT?!

LADY, YOU MUST BE NUTSIER THAN I THOUGHT!

YOU DON'T CARE ABOUT ME, ONLY THIS STUPID COSTUME!

WELL I'VE GOT NEWS FOR YOU. THERE'S A ***PERSON*** INSIDE THESE THREADS. A LIVING, BREATHING, FEELING PERSON, NOT SOME FANTASY HERO.

BLAST! HE ALMOST MENTIONED HIS TRUE IDENTITY, BUT THE BLACK CAT STOPPED HIM! COULD HER POWER BE CAUSING ***MY*** LUCK TO TURN BAD?

I DON'T WANT TO ***TALK*** ABOUT THIS ANY MORE.

HUH? ***YOU*** HAVEN'T TALKED ABOUT THIS AT ALL.

WELL, IF YOU WON'T TALK ABOUT ***THIS,*** THEN I GUESS THERE ISN'T ***ANYTHING*** FOR US TO DISCUSS.

PULP

WHEN AND IF YOU DECIDE TO ACT LIKE A HUMAN BEING, GIVE ME A CALL, O-

-KAAA

NEARBY...

WHY'D SPIDER PULL THAT STUNT?! IF HE THINKS HE CAN GAIN MY SYMPATHY BY FAKING A FALL, HE'S SADLY MISTAKEN!

IF HE WANTS ME, HE KNOWS WHERE TO CALL, BUT I'LL BE *DARNED* IF I'LL GO CRAWLING TO *HIM!*

THE BLACK CAT AND SPIDER-MAN HAVE BROKEN UP! THIS IS NOT ACCORDING TO THE PLAN.

NO TIME TO WASTE! I'D BETTER REPORT TO THE KINGPIN AT ONCE!

THERE'S HIS APARTMENT BUILDING NOW.

KINGPIN! I HAVE NEWS FOR YOU! MAY I ENTER?

STRANGE THAT ONE AS POWERFUL AS HE SHOULD TAKE SO FEW PRECAUTIONS AGAINST INTRUDERS!

OF COURSE, *ANSWER,* YOU ARE ALWAYS WELCOME IN THE KINGPIN'S PRESENCE!

NO NEED FOR THE FIREARMS, MEN, THE ANSWER IS HERE AT MY DISCRETION. RETURN TO YOUR POSTS.

EH--?!

I DIDN'T KNOW YOU HAD GUARDS STATIONED IN THIS ROOM.

THE KINGPIN IS NOT ONE TO TAKE UNNECESSARY RISKS--BUT THAT IS NOT THE SUBJECT YOU WISHED TO DISCUSS...

NO. I HAVE SUCCEEDED IN THE FIRST PART OF MY MISSION. I LOCATED THE BODY OF THE ONE WE SOUGHT.

NOW IT REMAINS FOR US TO PROCURE THAT BODY.

YES.

THE SECOND PART OF MY MISSION WAS A MIXED SUCCESS. I DID WATCH THE APARTMENT OF THE BLACK CAT, AND SAW HER LOVER ARRIVE.

BUT THERE WAS A PROBLEM.

A... PROBLEM...?

THEY HAD A FIGHT. WHETHER IT WAS MERELY A LOVERS' QUARREL OR A SERIOUS RIFT I COULD NOT SAY.

THEY PARTED COMPANY.

WHAT?!

I WILL *NOT* ACCEPT IT! THE KING-PIN HAS *PLANS* FOR THOSE TWO!

AND THOSE PLANS DEPEND ON THEM REMAINING TOGETHER.

SEE TO IT!

VERY WELL.

ALREADY THE ANSWER BEGINS TO FORMULATE A SOLUTION--ONE WHICH SHOULD SOLVE BOTH OUR PROBLEMS AT ONCE.

I WILL NOT FAIL YOU, KINGPIN!

SHORTLY, ON THE EAST SIDE OF TOWN...

AH--THAT LEISURELY SWING AROUND THE CITY SURE HELPED.

I FEEL A LOT CALMER NOW, AND I JUST KNOW THINGS WILL WORK OUT.

SPIDER WILL MELLOW OUT IN A FEW HOURS, AND THEN HE'LL COME SWINGING BACK TO HIS LITTLE PUSSYCAT!

UNTIL THEN I GUESS I'LL JUST STRIP DOWN AND TAKE A NICE HOT BA--

HOLD IT, FELICIA.

EH?! WHO-!

THE ANSWER!

YES. I'M HERE ON BUSINESS... THE KINGPIN'S BUSINESS.

I UNDERSTAND YOU OWE HIM A FAVOR OR TWO!

M-MAYBE I DO. BUT HOW DO I KNOW YOU'RE REALLY ACTING AS HIS AGENT?

WHY... JUST ANSWER THE PHONE.

BR-RR-I-I-NG

H-HELLO...?

YES.

YES.

I UNDER-STAND.

ALL RIGHT, I'M CONVINCED.

GOOD. I NEED YOUR HELP... AND SPIDER-MAN'S.

MY SPIDER WILL NEVER HELP YOU! NEVER!

NO. BUT HE WILL HELP YOU.

NOW, HERE'S MY PLAN...

WHILE, ACROSS TOWN...

ORDINARILY A LITTLE WEB-SPINNING WOULD HELP ME CLEAR MY HEAD, BUT NOT TONIGHT.

PWIP

I FEEL LIKE I'VE BEEN DOING THIS FOR HOURS INSTEAD OF JUST MINUTES. I'M POOPED.

IT JUST MAKES IT THAT MUCH HARDER TO GET MY TROUBLES WITH FELICIA IN THE PROPER PERSPECTIVE.

I DUNNO, IT NEVER SEEMS LIKE ANY OF MY FRIENDS HAVE ANY PROBLEMS LIKE THESE--BUT THEN AGAIN HOW *COULD* THEY?

HARRY AND LIZ ARE HAPPY AS CAN BE... MARY JANE SEEMS TO HAVE *HER* HEAD ON STRAIGHT...

C' MON YOU GUYS, GET THOSE BOXES ON BOARD THE VAN!

COLOR TV

SANJO COLOR TV.

YAH! WHAT'S *THAT!?*

SP-SPIDER-MAN IN HIS NEW COSTUME. I SAW A PICTURE OF IT IN THE PAPER.

COLOR TV

WE'RE DOOMED!

FLASH AND SHA SHAN ARE HAVING SOME TROUBLES, BUT I'M SURE THEY'LL WORK 'EM OUT./ FLASH ALWAYS SEEMS TO COME UP SMILING.

HEY, HE'S SWINGING RIGHT *BY* US!

AWRIGHT... LOAD 'ER UP./ WHEW./

YEAH, I'VE GOTTA GIVE OLD FLASH A CALL, SEE WHAT HE WAS TRYING TO TELL ME THE OTHER DAY WHEN FELICIA'S UNTIMELY ARRIVAL AT PETER PARKER'S WINDOW FORCED ME TO GET HIM OUT OF THERE.

IT'S GETTING CLOSE TO DAWN--MAYBE I'LL CALL HIM THIS MORNING, SEE WHAT HE'S UP TO...

PWIP

AND AT THE APARTMENT OF THAT VERY FLASH THOMPSON...

FLASH, I *THOUGHT* I HEARD YOU MOVING AROUND OUT HERE.

HUH? OH, SHA SHAN. I TRIED NOT TO WAKE YOU...

PLEASE, FLASH, YOU'VE BEEN SNEAKING OUT LIKE THIS EVERY MORNING FOR THE PAST WEEK. WHEN YOU COME BACK, YOU LOOK LIKE YOU'VE BEEN IN A FIGHT. WHY?

THAT'S MY PRIVATE BUSINESS, SHA SHAN. I *DON'T* WANT TO DISCUSS IT. NOW I'VE GOT TO GO...

OH!

BUT *WHERE* ARE YOU GOING?

OUT!

SLAM!

I NO LONGER KNOW WHAT TO DO ABOUT FLASH. HE IS BREAKING MY HEART. PERHAPS ONE OF HIS FRIENDS CAN ADVISE ME.

PETER PARKER HAS ALWAYS SEEMED TO BE ONE OF A SYMPATHETIC NATURE. I WILL CALL HIM, EVEN THOUGH THE HOUR IS SO EARLY.

BUT THE PHONE IN PETER PARKER'S ROOM PLAYS IN CONCERT TO AN EMPTY HALL...

BRRNG

BRNNG

AND BACK AT A CERTAIN ALLEYWAY...

OKAY, WE GOT ALL WE CAN CARRY. LET'S JAM ON OUTTA HERE!

RIGHT!

HEY, THAT WAS SOME STROKE OF LUCK, SPIDER-MAN NOT COMING DOWN ON US.

TV

HEH, HEH! MAYBE THAT PAPER'S RIGHT-- TH' GUY *IS* A MENACE TO SOCIETY!

SANYO

CRASH

GEE, SORRY TO DROP IN SO UNEXPECTEDLY, BUT I WAS SO PRE-OCCUPIED BEFORE THAT I PASSED YOU BOYS BY.

BUT WHEN IT FINALLY REGISTERED WHAT YOU WERE DOING, I JUST SWUNG BACK AROUND THE BLOCK AND--

UH-OH! MY SPIDER-SENSE IS BUZZING!

NAUGHTY, NAUGHTY. MUSTN'T TRY TO SHOOT OL' SPIDEY IN THE BACK, OR OL' SPIDEY WILL BE FORCED TO--

WHA-?!

KA BLANG!

--PUT HIS *FOOT* DOWN!

KLONK

WELL, THAT'S THE LOT OF THEM. ORDINARILY I'D JUST FLAG DOWN A COP CAR AND TELL 'EM WHERE TO FIND THESE GUYS--

--BUT IF I TAKE THESE BOZOS TO THE PRECINCT, MAYBE MY FRIEND CAPT. JEAN DeWOLFF CAN GIVE ME SOME SAGE WOMANLY ADVICE ABOUT HOW TO DEAL WITH CRAZY COSTUMED CUTIES LIKE THE BLACK CAT.

HMMM. NEVER REALIZED HOW SILLY I FEEL TO BE DRESSED THIS WAY WHEN I'M DOING SOMETHING AS ORDINARY AS DRIVING A CAR.

AT LEAST TRAFFIC'S LIGHT THIS TIME OF THE MORNING.

AND SHORTLY...

HEY, PAL, YOU CAN'T PARK THERE. THIS SPOT IS RESERVED FOR OFFICIAL POLICE VEHICLES.

WILL YOU SETTLE FOR OFFICAL POLICE ***BUSINESS?*** THEY'RE ALL YOURS, GENTLEMEN.

SPIDER-MAN! WITH A TRUCKLOAD OF ALLEGED PERPETRATORS NO LESS.

GET CAPTAIN DeWOLFF OUT HERE ON THE DOUBLE.

ALL RIGHT, WHAT'S ALL THE COMMOTION OUT H--OH, ***SPIDER-MAN!***

THAT'S RIGHT, CAPTAIN. AS THEY SAY ON ***HILL STREET BLUES,*** I GOT A GOOD COLLAR FOR YOU! I--

NO TIME FOR PLEASANTRIES NOW, MAN. THE BLACK CAT'S IN DANGER!

WHAT?

SHE'S BEING HELD HOSTAGE ON THE ROOF OF THE POLICE MORGUE ON WEST 23rd STREET. SOME COSTUMED NUTCASE WITH A BOMB.

GET IN A SQUAD CAR AND WE'LL--

NO! MY WAY IS FASTER! SEE YOU THERE, CAPTAIN!

BLAST! I LEAVE THAT GIRL FOR TWO HOURS AND SHE'S ALREADY IN TROUBLE! I WAS RIGHT ABOUT NOT WANTING HER TO GET MIXED UP IN MY CRIME-FIGHTING CAREER, TO MAKE MY ENEMIES HERS. I--

AH, BE FAIR, PARKER. YOU'RE JUST UPSET BECAUSE SHE'S IN TROUBLE! SHE'S BEEN DOING JUST FINE-- MAYBE BETTER THAN I HAVE, CLUMSY AS I'VE BEEN LATELY.

WAIT, THERE SHE IS--!

AND THE ONE HOLDING HER IS--

--THE ANSWER!

THE BUILDING'S BEEN EVACUATED-- DON'T DO ANYTHING YOU'LL REGRET! WE'LL STAY COOL IF YOU WILL!

FINE! JUST REMEMBER THAT I'VE GOT THE GIRL FOR A SHIELD, AND IF ANYTHING DOES HAPPEN TO ME... IF I'M FORCED TO LIFT MY HAND OFF THIS DETONATOR FOR ANY REASON--

--THE 5-SECOND DELAY FUSE WILL BLOW, AND TAKE NOT ONLY ME AND THE GIRL, BUT THE WHOLE BUILDING AS WELL.

NO SENSE IN BLOWING UP A BUNCH OF STIFFS, IS THERE, ANSWER? EXCLUDING THE LADY, OF COURSE.

SPIDER-MAN!

RIGHT THE FIRST TIME.

I KNOW YOUR COSTUME IS TOO SLICK FOR MY WEBBING TO STICK TO, BUT I DON'T SEE ANY REASON WHY IT CAN'T HOLD YOUR PALM DOWN FLAT IF IT CLINGS TIGHTLY ENOUGH TO THE BOMB CASING.

GOOD THINKING, SPIDER-MAN. EXCEPT THE BOMB HAS BEEN COATED WITH THE SAME TEFLON-LIKE SUBSTANCE...

SEE?

YOW!

I'M TAKING OFF, SPIDER-MAN. YOU'VE GOT FIVE SECONDS TO CAPTURE ME OR RESCUE THE CAT--YOUR CHOICE!

AH, I THOUGHT YOU'D CHOOSE THE GIRL!

DON'T WORRY, CAT, I'VE GOT YOU!

OH, SPIDER-- I'M SORRY! I--

NO TIME TO TALK ABOUT OUR PETTY PROBLEMS NOW, THAT THING IS GONNA--

KA-TOOOM!

--BLOW!

PWIP!

QUICK--GET THE FIRE DEPARTMENT ON THE HORN! THIS IS GONNA BE A BAD ONE!

BLASTED COSTUMED AMATEURS STICKIN' THEIR NOSES IN! #$%&@!

VERY NICE, MISTER SUPER-HERO. YOU TAKE A HOT SITUATION AND TURN IT INTO A BLOODY CONFLAGRATION!

SORRY, CAPTAIN, BUT THE BUILDING WAS EVACUATED. I HAD TO SAVE THE CAT. I'LL GO HELP PUT OUT THE FIRE. NOW, AND--

NEVER MIND THAT! LOOK! THE FIRE'S GOING OUT BY ITSELF!

HUNH? IT WAS JUST SOME DANGEROUS LOOKING FIREWORKS! WONDER WHAT THE POINT OF *THAT* WHOLE DISPLAY WAS?

BEATS ME, CAPTAIN. FELICIA AND I HAVE FOUGHT THE ANSWER BEFORE. HE DIDN'T SEEM LIKE THE TYPE TO PLAY GAMES.

THIS WHOLE CHARADE MUST HAVE BEEN SOME KIND OF DIVERSION--BUT FOR WHAT?! CAT, DID HE SAY ANYTHING TO YOU?

N-NO! NOTHING.

OH, I FEEL SO GUILTY, LIKE SUCH A TRAITOR FOR LYING TO MY SPIDER. BUT I HAD TO PAY MY DEBT TO THE KINGPIN, AND HE KEPT HIS PROMISE ABOUT NOT CAUSING SPIDER ANY HARM.

WHILE, GLIDING UNSEEN ABOVE...

AH, GOOD, I HEARD THAT. SO BOTH MY TASKS WERE ACCOMPLISHED... NOT ONLY DID I SUCCEED IN GETTING SPIDER-MAN AND THE CAT BACK TOGETHER--

DON'T WORRY, CAT, WE'LL WORK OUT OUR PROBLEMS. I WON'T LEAVE YOU AGAIN.

"--BUT I MANAGED TO CREATE A DIVERSION AND GET THE BODY OF THE ONE I SOUGHT AS WELL.

"THE KINGPIN SHOULD BE PLEASED."

MEANWHILE, BACK INSIDE THE POLICE MORGUE...

CAN YOU BEAT THAT, BO? THE WHOLE THING WAS JUST A BLUFF.

YEAH, YOU'RE RIGHT, WOODY. BUT WHY?

BEATS ME, BUT AT LEAST IT LIVENED THINGS UP AROUND HERE.

YEAH, SURE DID! AND JUST WHEN YOU WERE SAYING HOW DULL THINGS WERE.

LIFE'S FUNNY, AIN'T IT?

YEAH.

WELL, BACK TO THE TRENCHES.

NOW, LIKE I WAS TELLIN' YOU, *THIS* GUY IS LIKE NO OTHER GUY YOU EVER SEEN IN HERE BEFORE.

C'MON, WOODY, I WAS IN HOMICIDE FOR TEN YEARS. I SEEN 'EM EVERY WHICH WAY BUT --

--LOOSE?!

HOLY --! HE'S *GONE!*

AND AT THE KINGPIN'S PENTHOUSE...

MISSION ACCOMPLISHED. BOTH MISSIONS.

VERY GOOD.

NOW, WHAT WOULD YOU HAVE ME DO WITH THE BODY?

TAKE IT TO THE SPECIAL LABS ON THE LOWER LEVELS. LET MY SCIENTISTS WORK ON IT --

--AND WE SHALL SEE WHAT WE SHALL SEE.

NEXT: **CLOAK & DAGGER** *...AND THE MYSTERY CORPSE!*

MARVEL®

© 1984 MARVEL COMICS GROUP

60¢
144
AUG
02147

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TEAM-UP®

SPIDER-MAN®

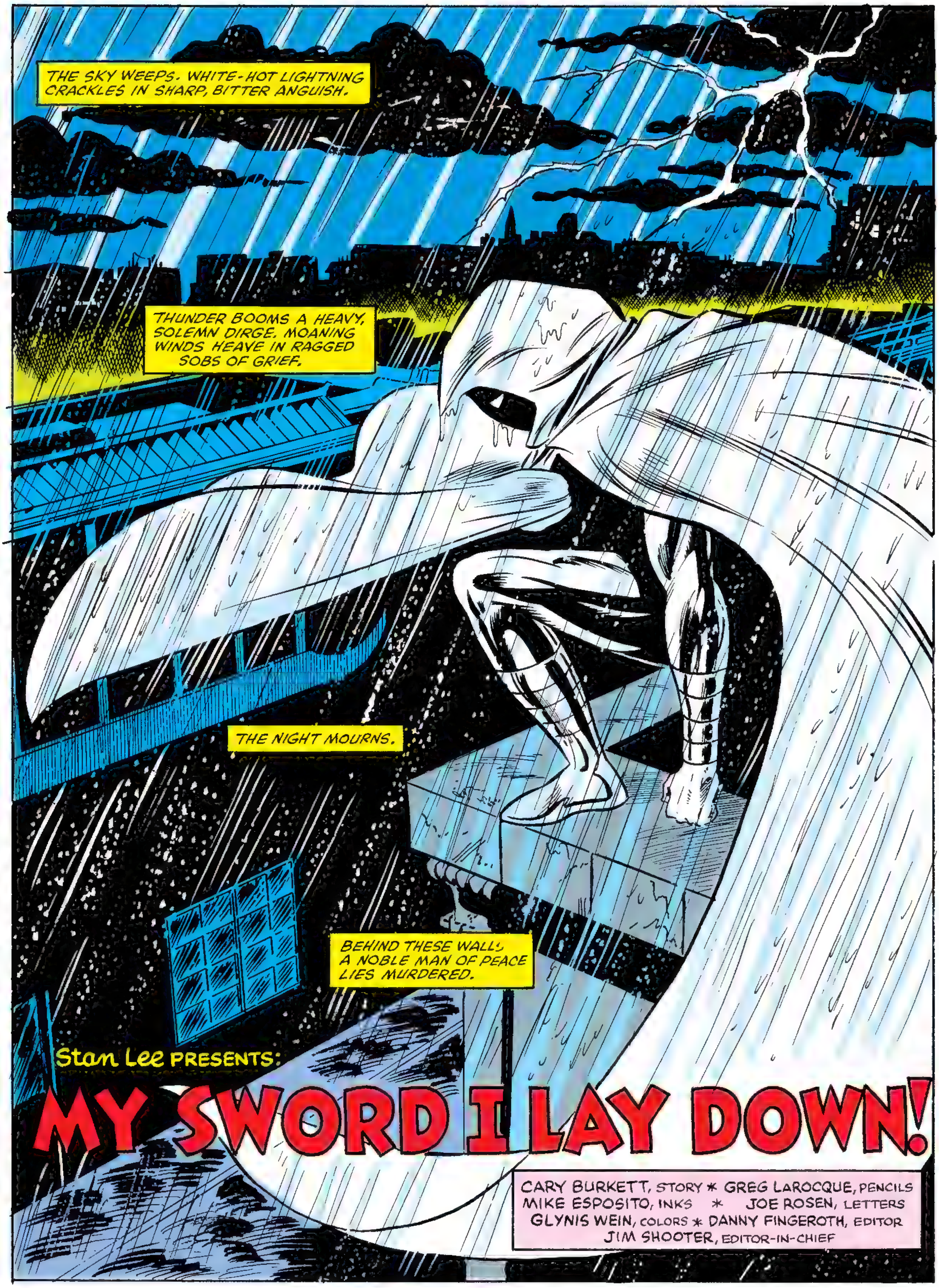
AND

MOON KNIGHT®

IF YOU CAN'T STAND THE HEAT...

...DON'T MESS WITH THE WHITE DRAGON!"

MILGROM+GIL


THE SKY WEEPS. WHITE-HOT LIGHTNING CRACKLES IN SHARP, BITTER ANGUISH.
THUNDER BOOMS A HEAVY, SOLEMN DIRGE. MOANING WINDS HEAVE IN RAGGED SOBS OF GRIEF.
THE NIGHT MOURNS.
BEHIND THESE WALLS A NOBLE MAN OF PEACE LIES MURDERED.
Stan Lee PRESENTS:
MY SWORD I LAY DOWN!
CARY BURKETT, STORY * GREG LAROCQUE, PENCILS
MIKE ESPOSITO, INKS * JOE ROSEN, LETTERS
GLYNIS WEIN, COLORS * DANNY FINGEROTH, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

INSIDE THE HOME, THE MOOD IS EVEN DARKER THAN THE GRIEVING NIGHT OUTSIDE...

HARD TO BELIEVE... DO YANG *MURDERED!*

HE WHO WAS ONE OF THE MOST RESPECTED AND BELOVED MEN IN CHINATOWN!

WE ALL KNOW MY UNCLE WAS MORE THAN THAT, WU FONG!

HE WAS THE HEAD OF THE STRONGEST WARRIOR SOCIETY IN CHINATOWN -- THE TIGER'S CLAW.

WE ALL KNOW *THAT* IS WHY THE WHITE DRAGON KILLED HIM -- TO LESSEN *OUR* POWER SO HIS OWN DRAGON-LORDS CAN TAKE OVER!

AND THAT IS WHY *I* SHOULD BE MADE THE *NEW* HEAD OF THE TIGER'S CLAW -- TO CRUSH THIS DEVIL-DRAGON AND AVENGE MY UNCLE!

CHU, I FEAR THESE COMING TIMES.

YOUR UNCLE ALWAYS USED HIS POSITION TO DO *GOOD* -- AND KEEP *PEACE*. IF THE EVIL OF TONG WAR IS UPON US AGAIN -- *WHA?!*

DON'T BE ALARMED. IT'S MERELY THE LIGHTNING AND THE --

KRAKOOM

--THE... WIND...?

MY... APOLOGIES. I HEARD OF DO YANG'S DEATH.

HE WAS A GOOD MAN--ONE I CONSIDERED A FRIEND. I WOULD LIKE TO PAY MY RESPECTS.

NO! HOW *DARE* YOU INTRUDE UPON OUR FAMILY'S GRIEF? LEAVE AT ONCE OR I WILL--

CHU YANG!

MY HUSBAND SPOKE OFTEN OF THE ONE CALLED MOON KNIGHT--AS AN HONORABLE MAN.

PLEASE...FORGIVE MY NEPHEW'S RUDENESS, AND BE WELCOME IN THIS HOUSE.

YOU ARE MOST GRACIOUS, LADY YANG.

FOR LONG MOMENTS THERE IS NO SOUND IN THE SOLEMN ROOM SAVE FOR THE STEADY DRUMMING OF THE RAIN, AS MOON KNIGHT PAYS HOMAGE TO HIS DEPARTED FRIEND...

AND THEN...

LADY YANG... MORE THAN ONCE YOUR HUSBAND HELPED ME TO FIND EVIL MEN WHO WERE HIDING IN CHINATOWN.

NOW, THE WHITE DRAGON BOASTS OPENLY OF SLAYING HIM. I WILL BRING THIS MURDERER TO JUSTICE...

...THIS I PROMISE YOU!

NO! CHINATOWN WILL NOT TOLERATE INTERFERENCE FROM OUTSIDERS!

DO YOU HEAR?! STAY OUT OF CHINATOWN! WE WILL AVENGE HIM OURSELVES!

THIS SWEARS CHU YANG!

THE DAYS THAT FOLLOW ARE FILLED WITH FEAR AND UNCERTAINTY FOR THE RESIDENTS OF CHINATOWN.

AS THE WHITE DRAGON'S DRAGON-LORDS ATTEMPT TO SEIZE POWER IN THE DISTRICT, THE WARRIORS OF THE TIGER'S CLAW GUARDIAN SOCIETY MOBILIZE TO MEET THE THREAT...

THE WORST FEARS OF THE CHINESE CITIZENS ARE REALIZED, AS THE DEADLY GANG-WAR ERUPTS, AND VIOLENT STREET-FIGHTS BECOME A DAILY OCCURRENCE...

YET, WITH THE MURDER OF DO YANG, THE TIGERS ARE LEADERLESS, WITH NONE AMONG THEM ABLE TO STAND AGAINST THE GROWING MIGHT OF THE ENEMY LEADER--THE RUTHLESS **WHITE DRAGON!**

DRAGON LADY

IT IS SAID THAT HE WHO RULES THE LEADING GANG RULES CHINATOWN. AND WITH A CAMPAIGN OF TERROR AND INTIMIDATION, THE WHITE DRAGON MOVES TO FILL THE POWER-VOID LEFT BY THE DEATH OF DO YANG.

BUT, WHERE DO YANG WAS A MAN OF PEACE, THE WHITE DRAGON IS A MAN OF BLOOD! WHERE DO YANG SOUGHT TO HELP HIS PEOPLE, THE WHITE DRAGON SEEKS ONLY TO HELP HIMSELF!

MANY OF CHINATOWN'S RESIDENTS BEGIN TO DESPAIR-- FOR NONE AMONG THEM CAN STOP THE DRAGON'S GROWING REIGN OF FEAR--

--AND NO ONE WOULD CONSIDER SEEKING OUTSIDE HELP... FOR IN CHINATOWN, SUCH IS NOT THE WAY.

YET THE TROUBLES OF CHINATOWN DO NOT ESCAPE THE NOTICE OF THE REST OF THE CITY...

DAILY BUGLE

BETTY-- WOULD YOU GET PETER PARKER ON THE LINE FOR ME?

I'VE GOT SOME WORK FOR HIM.

I WOULD-- EXCEPT THAT HE HAPPENS TO BE STANDING RIGHT HERE BESIDE ME!

HM! SO HE DOES!

YOU MEAN... YOU'D ACTUALLY DEIGN TO GIVE ME AN ASSIGNMENT, ROBBIE?

COME ON, PETE. YOU KNOW I'VE BEEN SO CRITICAL OF YOU LATELY FOR YOUR OWN GOOD!

NOW, LISTEN-- WE'VE GOT AN UPCOMING STORY ON ALL THE STREET VIOLENCE THAT'S BROKEN OUT IN CHINATOWN--

--A PIECE THAT WOULD BE HELPED IMMEASURABLY BY SOME ACTION-PACKED ON-THE-SPOT PHOTOS!

SAY NO MORE, MR. EDITOR-IN-CHIEF! I'M ON MY WAY!

BE CAREFUL, PETER.

A BUGLE-FINANCED RIDE LATER...

A CROWD OF PEOPLE OUTSIDE THAT RESTAURANT. MIGHT MEAN NOTHING... ON THE OTHER HAND, IT COULD BE THE BEGINNING OF *TROUBLE!*

HERE, DRIVER, KEEP THE CHANGE.

LIN CHOW RESTAURANT

SURE YOU CAN AFFORD IT, BIG SPENDER?

HMMM... MOST OF THAT CROWD ARE WEARING THE SYMBOL OF THE TIGER'S-CLAW!

I'D BETTER STICK CLOSE -- AS MOON KNIGHT!

I JUST REALIZED--! THAT'S THE RESTAURANT OWNED BY THE UNCLE OF MY OLD SCHOOLCHUM, PHILIP CHANG! WONDER IF PHIL STILL WORKS THERE?

...BUT WE *MUST* TALK TO PHILIP! SURELY YOU UNDERSTAND HOW URGENT OUR NEED IS!

I TELL YOU, MY NEPHEW IS NOT HERE! I DO NOT KNOW WHEN HE WILL RETURN!

VERY WELL... BUT WE OF THE TIGER'S CLAW DO NOT GIVE UP EASILY. WE WILL RETURN.

THOSE GUYS SURE SEEM ANXIOUS TO SEE PHIL. WONDER WHY-- *HUH?*

MY UNCLE HAS GOTTEN RID OF THEM. GOOD. I KNOW WHAT THE TIGERS WANT OF ME...

...BUT IT CAN NEVER BE.

I HATE THIS LYING-- HIDING FROM MY OWN PEOPLE-- BUT THEY CAN NEVER UNDERSTAND WHY I--

NOK NOK

THE DOOR! IT MUST BE MY UNCLE TO TELL ME--

PETER PARKER?! BUT HOW--?!

IF YOU WANT TO HIDE FROM PEOPLE, PHILIP, YOU SHOULDN'T STAND SO CLOSE TO THE WINDOW! I SAW YOU LOOK-ING OUT!

UH... OKAY IF I COME IN?

I-I... SUPPOSE SO... BUT--

I DUCKED UP THE BACK STAIRS TO AVOID YOUR UNCLE. LOOK--I DON'T MEAN TO BUTT IN WHERE I DON'T BELONG...

...BUT IT DOESN'T TAKE A GENIUS TO SEE THAT SOMETHING FISHY IS GOING ON HERE. I HAVEN'T SEEN YOU SINCE I LEFT SCHOOL, PHIL--

--BUT THAT DOESN'T CHANGE THE FACT WE'RE FRIENDS. IF YOU'VE GOT TROUBLES, MAYBE I CAN HELP.

PETER... I CAN'T TELL YOU HOW GRATEFUL I AM FOR THOSE WORDS. BUT THERE IS NO WAY THAT YOU-- OR ANYONE ELSE-- CAN HELP ME.

CARE TO TALK ABOUT IT?

I... YES. YES, I WOULD-- VERY MUCH! TO TELL SOMEONE ELSE-- TO HAVE ANOTHER PERSON *UNDER-STAND*-- WOULD BE SUCH A RELIEF!

VERY WELL, THEN, PETER... YOU KNOW ALREADY THAT I GREW UP IN HONG KONG. BUT WHAT YOU DO NOT KNOW--

"--IS THAT FROM MY EARLIEST YEARS, I STUDIED WITH THE GREAT DO CHI WONG, A WARLORD OF ALMOST LEGENDARY FAME.

"FROM HIM I LEARNED ALL MANNER OF WARFARE AND FIGHTING SKILLS, AND BECAME HIS RIGHT-HAND MAN IN MAKING THE TONG THE MOST FEARED UNDERWORLD ORGANIZATION IN CHINA.

"I GAINED A FAME OF MY OWN WITHIN CERTAIN CIRCLES...YET IT DID NOT COME WITHOUT MAKING MANY *ENEMIES*.

"THESE ENEMIES TRIED TO KILL ME BY HURLING A GRENADE INTO MY HOME. I ESCAPED BY DIVING THROUGH A WINDOW...

"MY PARENTS WERE NOT SO FORTUNATE...THE BLAST CLAIMED BOTH THEIR LIVES. MY VIOLENT LIFE BROUGHT VIOLENT DEATH TO THOSE I LOVED MOST.

"I SWORE THEN A SACRED, SOLEMN VOW--THAT NEVER AGAIN WOULD I LIFT MY HAND IN VIOLENCE...AND FLED TO AMERICA TO ESCAPE MY PAST. BUT A PAST SUCH AS MINE IS NOT SO EASILY LEFT BEHIND."

SOMEHOW, EVEN HERE, THE WHITE DRAGON FOUND OUT WHO I WAS, AND TRIED TO RECRUIT ME FOR HIS DRAGON-LORDS. BUT SPIDER-MAN STOPPED HIM.*

*IN AMAZING SPIDER-MAN #185--DANNY.

YET, BECAUSE OF THAT INCIDENT, OTHERS LEARNED OF MY REPUTATION AS A FIGHTER--AND NOW THE TIGER'S CLAW COMES TO ME SEEKING HELP...

...DESIRING ME TO LEAD THEM--TO STAND AGAINST THE WHITE DRAGON! BUT I *CANNOT*, PETER!

NEVER...*NEVER* WILL I COMMIT ANOTHER ACT OF VIOLENCE! NOT EVEN TO HELP MY OWN PEOPLE!

PHIL...I KNOW IT'S TOUGH LOSING SOMEONE YOU LOVE IN A VIOLENT WAY...MY OWN UNCLE BEN WAS KILLED BY A CRIMINAL.

BUT I KNOW SOMETHING ELSE TOO...

...AND THAT IS, WHEN YOU'VE GOT SPECIAL ABILITIES OR TALENTS, SOMETIMES YOU'VE GOT A *RESPONSIBILITY* TO USE THEM FOR OTHERS!

EVEN YOU DO NOT UNDERSTAND, PETER. I-- NO! NOT NOW! THE WHITE DRAGON!

PHILIP CHANG! COME AND FACE ME!

IT IS SAID THAT THE CRAVEN TIGER'S-CLAW LOOKS TO YOU FOR LEADERSHIP!

COME THEN! LET ME SHOW YOU HOW A DRAGON DEVOURS A TIGER!

RUN, PETER! GET AWAY!

BUT--

YOU ARE NOT OF CHINATOWN! THIS IS NOT YOUR FIGHT!

BUT YOU'RE MY FRIEND, PHIL-- AND THAT *MAKES* IT MINE!

UH-OH... DRAGON-GOONS --COMING AROUND THE BACK!

WELL, THOSE GUYS--

--ARE IN FOR--

--A VERY RUDE--

--SURPRISE!!

MAN, THIS ZINGY NEW INSTANT COSTUME HAS GOT MY OLD ONE BEAT BY A MILE!

SPIDER-MAN-- UNGGH!

INSIDE THE RESTAURANT...

THAT'S IT! SMASH THE PLACE! DESTROY EVERYTHING! THAT WILL BRING THE COWARD OUT OF HIDING--

--AND WILL SERVE AS A LESSON TO ANYONE WHO EVEN *THINKS* OF CHALLENGING MY RULE!

YO LING--! THAT PRICELESS ANTIQUE MASK ON THE WALL-- STRIKE IT DOWN!

PWIP!

I'VE GOT A BETTER IDEA, GRUESOME! WHY DON'T WE SAVE THAT MASK-- AND STICK IT OVER HIS UGLY FACE!

UNHHH!

WHO..?!?

NGGGAAA!

AW, C'MON, DRAGGY! I RECOGNIZED YOU IN *YOUR* NEW COSTUME!

CAN'T YOU DO THE SAME FOR ME?

SPIDER-MAN! YOU MISERABLE OAFISH CLOD! ONCE AGAIN YOU MEDDLE IN AFFAIRS THAT DO NOT CONCERN YOU!

BUT THIS TIME YOU WILL PAY FOR IT-- AS MY FLAME CHARS YOUR VERY FLESH INTO ASH!

Y'KNOW, YOU REALLY SHOULD DO SOMETHING ABOUT YOUR *BREATH*, GARGOYLE-FACE! THAT'S THE WORST CASE OF HALITOSIS I'VE EVER SEEN!

CRIPES! THE FLAMES HIT THE BAMBOO POLES AND PAPER TABLECLOTHS BEHIND ME! THEY'RE GOING UP LIKE MATCHSTICKS!

GOTTA USE MY WEBBING TO SMOTHER THE--

NO! THE DRAGON GOT OFF ANOTHER SHOT! THE FIRE'S SPREADING!

STOP IT! STOP IT, YOU DEVILS! I'VE PUT YEARS INTO THIS RESTAURANT! IT IS MY LIFE!

THEN, OLD MAN ...YOU CAN DIE WITH IT!

BLAST! THE DRAGON'S NO FOOL! I CAN'T FIGHT HIM IF I HAVE TO WORRY ABOUT CONTROLLING THE FIRES HE'S STARTING.

THAT USELESS STICK WON'T HELP YOU, OLD FOOL!

MAYBE NOT... BUT HERE'S SOMETHING THAT *WILL!*

YUGGG!!

MOON KNIGHT! AND NOW THE TIGERS ARRIVE, EVEN ON HIS HEELS!

THIS WAY, MY DRAGONS! THERE WILL BE ANOTHER TIME!

YOU'RE GOING NOWHERE, DRAGON! I'VE BEEN WANTING TO GET MY HANDS ON YOU FOR DAYS!

PUSH

EXIT

NO! I WARNED YOU, MOON KNIGHT!

WHA--?! CHU YANG!

QUICKLY, TIGERS--HELP ME STOP THE OUTSIDER! THE WHITE DRAGON IS *OUR* ENEMY!

WE CANNOT ALLOW ANYONE TO INTERFERE IN CHINATOWN'S --*UGG!*

YOU... SMALL... MINDED... *FOOL!*

I COULD HAVE *HAD* THE WHITE DRAGON! I COULD HAVE ENDED ALL THE GRIEF HE'S CAUSING RIGHT HERE!

BUT YOUR FOOLISH, STUBBORN PRIDE LET HIM GET AWAY! I OUGHT TO--

PLEASE, MOON KNIGHT...IT'S NOT HIS FAULT. LONG-HELD TRADITIONS ARE HARD TO BREAK.

PHILIP CHANG! SURELY NOW, MY SON, YOU ARE CONVINCED THAT YOU MUST HELP THE TIGER'S CLAW!

FINALLY GOT THOSE FIRES OUT-- ONLY TOO LATE TO GO AFTER THE DRAGON! BUT IF ANYTHING WILL CHANGE PHIL'S MIND-- *THIS* OUGHT TO!

THERE IS NO TIME TO WASTE. LET ME QUICKLY SWEAR YOU IN AS LEADER OF THE TIGER'S-CLAW AND--

NO.

I ONLY CAME DOWN TO LOOK AFTER MY UNCLE. MY ANSWER TO THE TIGERS IS THE SAME AS IT HAS EVER BEEN...

...I WILL NEVER AGAIN LIFT MY HAND IN VIOLENCE--NO MATTER WHAT THE REASON!

I JUST DON'T GET IT, MOON KNIGHT! HE KNOWS WHAT THE DRAGON IS DOING TO HIS PEOPLE!

HIS OWN UNCLE COULD HAVE BEEN KILLED IF YOU HADN'T SHOWN UP! HOW CAN HE STILL REFUSE TO FIGHT?

I CAN'T JUDGE HIS MOTIVES, SPIDER-MAN.

BUT I'VE SEEN A LOT OF VIOLENCE IN MY TIME--

--AND I KNOW WHAT IT CAN DO TO A MAN'S SOUL. MAYBE PHILIP CHANG HAS THE RIGHT IDEA.

WELL, MAYBE I CAN RESPECT THAT ATTITUDE--BUT I DON'T *UNDERSTAND* IT! GUYS LIKE THE WHITE DRAGON WILL WRECK EVERYTHING IF NO ONE STANDS UP TO THEM.

SOMETIMES YOU'VE GOT TO DEFEND THE THINGS THAT ARE IMPORTANT TO YOU--AND THAT MEANS FIGHTING!

AND AFTER THE WAY YOU JUMPED INTO THE FIGHT TO HELP, HOW CAN YOU SAY THAT PHILIP MIGHT BE RIGHT?

PERHAPS, SPIDER-MAN, BECAUSE MY OWN PAST IS SO FULL OF BLOODY VIOLENCE--

--AND I HAVE SO MUCH TO ATONE FOR.

YOU SEEM DOWN, MARC. DISAPPOINTING NIGHT?

VERY. BUT IT COULD BE I'M GOING ABOUT THIS WRONG, FRENCHIE. THERE'S SOMETHING VERY STRANGE GOING ON HERE...

...AND MAYBE THE ONE TO FERRET OUT THE ANSWER ISN'T MOON KNIGHT--BUT OUR OLD FRIEND JAKE LOCKLEY!

THE FOLLOWING DAY, AT A RATHER DILAPIDATED ESTABLISHMENT ON NEW YORK'S LOWER EAST SIDE--

BAR AND GRILL

--MOON KNIGHT, IN HIS IDENTITY AS CAB-DRIVER JAKE LOCKLEY, KEEPS AN APPOINTMENT WITH A UNIQUE INDIVIDUAL...

AH... JAKE, MY DEAR CHAP. EVER PUNCTUAL... AS IS YOUR WONT!

LET US REPAIR TO MY TABLE FOR A PRIVATE TÊTE-A-TÊTE?

OKAY, CRAWLEY. WHAT HAVE YOU DUG UP FOR ME?

THE INFORMATION IS, I FEAR, RATHER MEAGER. BUT I HAVE BEEN ABLE TO ASCERTAIN THAT THE WHITE DRAGON'S ESCAPE FROM PENAL SERVITUDE--

--WAS ENGINEERED BY SOMEONE HIGHLY ELEVATED IN THE CRIMINAL HIERARCHY OF OUR FAIR CITY.

HOW ELEVATED, CRAWLEY?

THAT, I COULD NOT ASCERTAIN.

AS THE DAYS PASS INTO ONE ANOTHER, SPIDER-MAN KEEPS FREQUENT WATCH OVER THE LIN CHOW RESTAURANT...

SO FAR, THE WHITE DRAGON HASN'T BEEN BACK. BUT IF HE DOES SHOW UP, I WANT TO BE HERE.

HEAVEN KNOWS, WHAT WITH MY PROBLEMS WITH THE BLACK CAT, AND BATTLING THE RED GHOST AND HIS SUPER-APES...

...AND HOW EXHAUSTED I'VE BEEN LATELY*.. I WISH I DIDN'T HAVE TO BE DOWN HERE...

* SEE CURRENT ISSUES OF AMAZING SPIDER-MAN AND PETER PARKER -- DANNY.

...BUT IF PHIL WON'T PROTECT HIMSELF, THEN SOMEONE --

HELP! SOME-BODY, PLEASE!

THAT'S CHU YANG DOWN THERE! BUT WHAT'S HE --?

THE DRAGONS! THEY ATTACK WU FONG'S IMPORT STORE!

NOW, OLD FOOL, YOU WILL LEARN WHO THE MASTER IS! YOU WILL LEARN WHO RULES IN CHINATOWN!

GEE, TEACH... CAN WE LEARN THE CAPITALS OF ALL FIFTY STATES, TOO?

SPIDER-MAN!

I HAVE HIM! I HAVE -- HUNH?

YOU FOOL! HE'S OVER -- *MNGGG!*

HE LEAPS LIKE A MADMAN -- *UNHHH!*

CAN'T ANY OF YOU -- *MFFF?!?*

IT'S NOT POSSIBLE FOR *ANY* MAN TO MOVE SO FAST!

I'M NOT JUST *ANY* MAN, CLYDE -- I'M *SPIDER*-MAN! AND THAT MAKES ALL THE DIFFER-ENCE!

BUT I DON'T SEE THEIR LEADER... WHERE'S THE WHITE DRAGON?

ATTENTION, PEOPLE OF CHINATOWN! COME OUT OF YOUR HOMES! COME TO WITNESS THE FATE OF ALL WHO DEFY THE WHITE DRAGON!

THIS CRINGING FOOL IS THE ONE THE TIGER'S CLAW SEEKS TO LEAD THEM!

HERE, BEFORE YOU ALL, I SHALL PROVE THAT *NONE* CAN STAND AGAINST ME!

HE'S GOT PHIL! BLAST! THE ATTACK ON THE IMPORT STORE WAS JUST A DIVERSION TO SUCKER ME AWAY FROM THE RESTAU-RANT!

THE PEOPLE GATHER. ONCE I HAVE DEFEATED YOU, ALL DEFIANCE IN THEIR SPIRITS WILL BE CRUSHED!

THEIR LAST HOPE WILL BE GONE! THEY WILL HAVE NO CHOICE BUT TO ACCEPT ME AS THE NEW MASTER OF CHINATOWN!

I... WILL NOT... FIGHT YOU...

THEN YOU MAKE MY VICTORY ALL THE *EASIER!*

AGGGH!

PHIL--! I'VE GOT TO HELP HIM!

NO! YOU ARE AN OUTSIDER! THE AFFAIRS OF CHINATOWN MUST BE SETTLED AMONG OUR OWN PEOPLE!

MAYBE CHU YANG IS RIGHT... THESE PEOPLE WON'T REALLY BE FREE OF THE DRAGONS UNLESS ONE OF THEIR OWN DEFEATS THE LEADER.

AND NOW PHIL *HAS* TO FIGHT! THE WHITE DRAGON ISN'T GIVING HIM A CHOICE!

LOOK NOW AT YOUR GREAT CHAMPION, TIGERS...! HE IS NOTHING BUT A BLUBBERING, CRAVEN COWARD!

YOU SHAME YOURSELF AND YOUR ANCESTORS, PHILIP CHANG! GET UP AND FIGHT ME! *FIGHT!*

GNNNGG!!

NO.

THEN YOU WILL DIE LIKE THE WHIMPERING FOOL YOU ARE!

C'MON, PHIL... C'MON! WHAT'S THE MATTER WITH YOU? FIGHT BACK! *PLEASE* FIGHT BACK!

AARRGHHH!

IF THIS KEEPS UP, I'LL HAVE TO STEP IN-- BUT HOW CAN I DO IT WITHOUT HUMILIATING PH-- HUH!?

NOW WHERE'S CHU YANG SNEAKING OFF TO IN SUCH A HURRY? YOU'D THINK HE'D WANT TO SEE HOW THIS ALL TURNS OUT!

MAYBE I'LL TAG ALONG...

SOON...

I'M BEGINNING TO SMELL A RAT! THAT GUY HE'S MEETING WITH IS ONE OF THE *DRAGON-LORDS!*

IT IS DONE. I FINISHED PLANTING THE BOMB BEFORE THE CROWD GATHERED.

NEARLY ALL OF THE TIGER'S-CLAW MEMBERS ARE IN THE STREET WATCHING THE FIGHT. WHEN THE BOMB GOES OFF, THEY WILL ALL DIE...

...THEN NO ONE WILL BE LEFT TO CHALLENGE THE WHITE DRAGON'S RULE!

BOMB?!?

STAY WHERE YOU ARE, CHU! YOU AND I ARE GOING TO HAVE A LITTLE CHAT!

SPIDER-MAN? NO!

YOU BETRAYED THE TIGER'S-CLAW, CHU-- THE SOCIETY YOUR OWN UNCLE BUILT INTO A FORCE FOR GOOD IN CHINATOWN!

WHY, CHU? WHAT POSSIBLE REASON COULD YOU HAVE HAD?

MY UNCLE WAS A SOFT-HEARTED COWARD! HE HAD POWER, BUT I COULD NEVER CONVINCE HIM TO USE IT!

SO I BETRAYED HIM TO A TRUE WARRIOR--THE WHITE DRAGON! AND WHEN THE DRAGON IS MASTER OF CHINATOWN, I WILL RULE BESIDE HIM!

THE BOMB, CHU--WHERE IS IT?

YOU WILL NEVER FORCE ME TO TELL YOU! AND, IN MINUTES, IT WILL BRING US FINAL VICTORY!

THAT'S IT-- GROVEL AND COWER BEFORE ME, YOU SNIVELLING, WHINING WRETCH!

NOW, LET ALL HERE WITNESS YOUR TOTAL DEFEAT!

LET ALL OF CHINATOWN WITNESS THAT THE WHITE DRAGON IS THE MASTER!

MASTER? NO... INSTEAD THEY SHALL WITNESS THAT THE WHITE DRAGON IS A COWARD AND A LIAR!

WHO DARES--?!?

HEAR ME, PEOPLE OF CHINATOWN! THE WHITE DRAGON CLAIMS THAT HE SEEKS THE POWER IN THIS AREA FOR HIMSELF... BUT HE IS MERELY THE PUPPET OF ANOTHER!

THE TRUE POWER BEHIND HIM IS THAT OF AN ***OUTSIDER***-- THE CRIMINAL MASTER-MIND KNOWN AS THE ***KINGPIN!***

I BECAME SUSPICIOUS WHEN I RECOGNIZED ONE OF THE DRAGON-LORDS AS A MEMBER OF THE KINGPIN'S MOB.

SO I INVESTIGATED, AND LEARNED THAT THE KINGPIN FREED THE WHITE DRAGON FROM JAIL...

... AND THAT, USING HIM, THE KINGPIN PLANS TO RULE IN ONE OF THE FEW PARTS OF THE CITY WHICH HE DOES ***NOT*** CONTROL--

--***CHINATOWN!***

SHOULD ANY DOUBT ME... HEAR THE CONFESSION FROM THE VERY CONTACT MAN WHO CARRIED ORDERS FROM THE KINGPIN TO THE DRAGON!

Y-YES! I--IT IS ALL AS HE SAYS!

YOU TRAITOROUS FOOL!

YOU'RE FINISHED, DRAGON! BY BRINGING IN OUTSIDERS, YOU'VE BETRAYED CHINATOWN --AND MADE YOURSELF AN OUTSIDER!

EVEN YOUR OWN DRAGON-LORDS WON'T TRY TO STOP ME FROM BRINGING YOU IN, NOW!

MOON KNIGHT! GLAD HE SHOWED UP-- BUT I CAN'T STOP TO GIVE HIM A HAND!

THERE'LL BE A PANIC IF I TRY TO EVACUATE THE AREA! HAVE TO *FIND* THAT BOMB-- *FAST!*

GOTTA THINK-- THE BOMB'S NEAR HERE --BUT FAR ENOUGH FROM WHITE DRAGON THAT HE WON'T BE HARMED BY IT!

I'VE GOT TO KEEP WHITE DRAGON OFF BALANCE-- AND TAKE HIM OUT AS FAST AS I CAN! IF HE GETS A CHANCE TO USE HIS FIRE-BREATH, I'M DONE FOR!

HIS CLAWS--THEY'RE DEADLY, TOO! CAN'T LET 'EM CONNECT!

SKRAK!

YOU'VE RUINED MY PLANS, MOON KNIGHT --AND FOR THAT, YOUR LIFE IS FORFEIT!

YOW! MY SPIDER-SENSE* JUST KICKED IN *HARD!* THAT BOMB'S GONNA GO OFF IN *SECONDS!*

*SPIDER-MAN'S UNIQUE DANGER-DETECTING POWER--DANNY.

NOW IF I CAN JUST HOME IN ON IT BEFORE IT BLOWS--!

YOU'RE VERY FREE WITH YOUR THREATS, DRAGON-- BUT YOU'RE NOT FACING SOMEONE WHO WON'T FIGHT BACK NOW!

MY SPIDER-SENSE IS GOING WILD! THE BOMB IS HERE IN THE IMPORT STORE-- IN THIS VASE!

CHU YANG MUST'VE PLANTED IT EARLIER, BEFORE THAT PHONEY CALL FOR HELP!

NO TIME TO DEFUSE THE THING! I'VE GOT TO GET IT OUT OF RANGE!

WHAT A GRADE A CREEP THE DRAGON IS... WILLING TO SACRIFICE HIS OWN MEN IN THE SHOP JUST TO FINISH OFF THE TIGER'S CLAW!

I MADE A PROMISE THAT I WOULD BRING YOU IN, MURDERER ...AND I INTEND TO KEEP IT!

UNGGHH!

MY SPIDER-SENSE-- BUZZ-ING LIKE MAD! BOMB'S ABOUT TO BLOW! GOTTA GET RID OF IT--

NOW!

FOR THE MEMORY OF DO YANG!

KBLOOOM

YOU FINISHED HIM... BUT WHAT WAS THAT EXPLOSION?

IT CAME FROM THE WATERFRONT.

RELAX, GUYS! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN HAS IT ALL UNDER CONTROL--AS YOU HAVE THINGS HERE, I SEE.

YEESH! YOU OKAY, PHILIP? YOU LOOK LIKE A WALKING CASUALTY!

STILL THINK IT WAS WORTH IT NOT TO FIGHT THE WHITE DRAGON? YOU COULD HAVE BEEN KILLED IF NOT FOR MOON KNIGHT!

THERE ARE...DEFEATS ...USING NON-VIOLENCE, JUST AS THERE ARE DEFEATS USING VIOLENCE. NEITHER IS A SURE PATH TO VICTORY...

...BUT I HAVE KEPT THE VOW I SWORE, AND PRESERVED MY OWN INTEGRITY.

AND I WOULD RATHER HAVE MY BODY BRUISED OR EVEN SLAIN...THAN TO HAVE MY SOUL DESTROYED.

PHILIP CHANG...

...YOU ARE A WISE MAN.

I DON'T GET IT! HOW CAN A GUY LIKE HIM--WHO FIGHTS ALL THE TIME--SAY IT'S WISE NOT TO FIGHT?

HE SOUNDS AS IF HE, TOO, HAS KNOWN GREAT VIOLENCE IN HIS LIFE, SPIDER-MAN...

...AND HAS LEARNED FROM EXPERIENCE THE TERRIBLE PRICE IT BEARS.

NEXT: SPIDER-MAN and IRON MAN!

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
94
SEPT
CC 02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

HOW YA GONNA KEEP 'EM DOWN AT THE MORGUE AFTER THEY'VE SEEN N.Y.C.?

Stan Lee PRESENTS:
AL MILGROM
STORY AND PENCILS
JIM MOONEY
FINISHES
DIANA ALBERS
LETTERING
GLYNIS WEIN
COLORING
DANNY FINGEROTH
EDITOR
JIM SHOOTER
EDITOR-IN-CHIEF

IN THE LABORATORY COMPLEX SOME STORIES BELOW HIS PENTHOUSE APARTMENT, WILSON FISK--THE KINGPIN OF CRIME--CONSULTS WITH HIS SUPER-POWERED AGENT, THE ANSWER.

SOON, KINGPIN, YOU WILL HAVE AN ASSASSIN WORTHY OF YOU.

THAT REMAINS TO BE SEEN.

MY SCIENTISTS ARE STILL UNCERTAIN WHETHER THIS DEVICE WILL REVIVE THE BODY YOU BROUGHT ME--

--THE BODY OF ONE LONG DEAD!

REST ASSURED, KINGPIN, THE *ANSWER* PROMISES YOU SUCCESS!

THE FIGURE IN QUESTION CANNOT *TRULY* BE SAID TO BE DEAD.

HIS MORTAL FORM WAS SIGNIFICANTLY ALTERED AND BROUGHT BACK FROM THE BRINK OF DEATH ONCE *BEFORE*.

WHAT'S MORE, THE ENERGIES USED TO DISPATCH HIM *THIS* TIME WERE OF MOST UNUSUAL ORIGIN.

THEY SEEM TO HAVE MERELY *DISPLACED* HIS LIFE FORCE-- *NOT* TO HAVE SNUFFED IT OUT!

VERY WELL, THEN. I CONFESS TO A CERTAIN AMUSEMENT AT THE IRONY IN USING AN OLD RIVAL AS MY ASSASSIN.

STILL, I QUESTION JUST HOW *EFFECTIVE* SUCH A CREATURE CAN BE. MY STANDARDS ARE HIGH.

BUT THERE CAN BE NO END TO THIS SPECULATION UNTIL WE ATTEMPT TO REVIVE HIM.

TECHNICIAN-- COMMENCE PHASE TWO!

AT THE KINGPIN'S GESTURE, A LEVER IS THROWN--

--AND THE LAMBENT ENERGIES THAT PLAY UPON THE STILL FIGURE WRITHE AND CRACKLE WITH ADDITIONAL POWER.

THE LIGHT RADIATING FROM THE MECHANISM BURNS HELLISH BRIGHT AND THE TECHNICIANS GIVE GROUND BEFORE THE AWESOME GLOW...

EVEN **THE ANSWER** INSTINCTIVELY RAISES A HAND TO PROTECT HIS EYES, THOUGH HIS POWER WOULD HAVE COMPENSATED IN A MOMENT.

ONLY THE KINGPIN OF CRIME BRAVES THE GLARE.

SQUINTING UNFLINCHINGLY INTO THE HEART OF THE INFERNO, HE GRINS.

SELDOM DOES THE KINGPIN SHOW EMOTION, BUT AT THIS INSTANT HE CANNOT HELP BUT REJOICE IN THE POWER HE WIELDS.

WHO BUT THE KINGPIN **COULD** THUS PLAY WITH ENERGIES THAT DICTATE MATTERS OF LIFE AND DEATH?

BUT THE SMILE IS A FLEETING ONE, GIVING WAY TO A LOOK OF SOUL-FELT SORROW. HIS THOUGHTS TURN TO ONE WHOM ALL HIS POWER CANNOT HELP-- ONE MOST DEAR TO HIM--

--HIS WIFE, VANESSA, WHO IS GRAVELY ILL IN BODY AND SOUL.

BUT HIS SAD REVERIE IS BRUTALLY TORN FROM HIM AS...

LOOK! THE BODY-- ITS ARM--

IT'S MOVING!

YOUR FAITH IN ME WAS NOT MISPLACED.

MY FAITH SELDOM IS.

BUT WE HAVE YET TO SEE HOW GOOD AN ASSASSIN THIS CREATURE WILL BE.

STILL, MY ATTENTION LATELY HAS BEEN TOO MUCH WITH MY VENDETTA AGAINST THE BLACK CAT AND SPIDER-MAN.

IT IS TIME I ATTENDED TO BUSINESS, AND PART OF THE KINGPIN'S BUSINESS IS VIOLENCE.

THIS, THEN, WILL BE MY AGENT OF DESTRUCTION, AN ASSASSIN THAT CANNOT BE STOPPED BECAUSE--

--HE IS ALREADY DEAD!

THE FIGURE STRAINS FORWARD, SILHOUETTED BY THE CORUSCATING ENERGY...

DARK FIGURE AGAINST THE LIGHT...

*BUT HERE, ACROSS TOWN FROM THE KINGPIN'S LABORATORY, THE SOURCE OF DARKNESS AND LIGHT ARE TWO **SEPARATE** FIGURES...*

CLOAK AND DAGGER

HEY! WHERE DID *THOSE* TWO COME FROM?

WHO CARES?! THEY'RE COMIN' THIS WAY AND I'M *HOLDIN'*!

LET'S BEAT IT!

MY FIRST BIG DOPE SALE IN WEEKS AND THESE *WEIRDOS* HAVE TO COME ALONG!

SHUT UP AND *RUN!* I HEARD ABOUT THEM, THEY'RE BAD NEWS!

VERMIN! YOU CAN'T ESCAPE CLOAK AND--

--DAGGER?

UNNHH!

DAGGER, WHAT'S WRONG?

I--I DON'T KNOW.

I FELT PAIN AND A--A TUG, AS IF SOME OF MY *LIGHT* WAS BEING PULLED FROM ME.

THE ARTIFICIAL DRUGS THAT WERE INJECTED INTO US-- AN EXPERIMENT ON RUNAWAY CHILDREN BY ORGANIZED CRIME--GAVE YOU YOUR CURSE OF DARKNESS...

...AND GRANTED *YOU* THE BLESSING OF LIGHT, THE POWER TO GIVE OR TAKE THAT LIFE ENERGY IN ALL LIVING THINGS.

YES, BUT IN ALL THE TIME WE'VE HAD THESE ABILITIES, I'VE NEVER FELT ANYTHING LIKE *THIS* BEFORE.

HEY, *LOOK!* THE LONG-JOHN BRIGADE STOPPED DEAD IN THEIR TRACKS.

GUESS THEY AIN'T SO MUCH AFTER ALL.

WHATSAMATTER, PAL? YOUR GIRLFRIEND DON'T LOOK, SO HOT!

SHE NEED A *FIX?* THAT WHY YOU WERE CHASING US-- FOR THIS?

YOU CAN HAVE IT--FOR A *PRICE!*

CLOAK LOOKS UP FROM HIS FALLEN COMPANION...

HE IS NOT AMUSED.

SCUM! ALL THE DRUGS HAVE LONG SINCE BEEN PURGED FROM *OUR* BODIES!

YET, I STILL HAVE AN *ADDICTION*--

A HUNGER FAR GREATER THAN ANY *YOU* COULD UNDERSTAND--

--OR YOUR PUNY *POISONS* COULD INSTILL!

YOU SPOKE OF A *PRICE*-- I WILL PAY YOU IN COIN FAR GREATER THAN YOU COULD EVER DREAM!

BUT TO COLLECT IT YOU MUST ENTER THE DARK DIMENSION THAT IS MY BODY!

AS HE SPEAKS, CLOAK'S CAPE BILLOWS AND SPREADS, SWIFTLY SWALLOWING UP THE ENTIRE ALLEYWAY, AND--

--ENGULFING THE DRUG DEALERS, ONE--

EDDIE HELP! HE'S GOT M--!

--AFTER ANOTHER!

OH, MY G--!

NO! DON'T DO IT, MAN! I'M SORRY, REALLY! I'M SORR--

EEEEEEEEEEEEE

AHH! AT LAST THE DARKNESS CAN FEAST-- AND I NEED NOT TAKE DAGGER'S PRECIOUS LIGHT TO FEED IT!

NO, CLOAK... *DON'T!*

DON'T LET YOUR HUNGER CONSUME *YOUR* SOUL AS WELL AS THEIRS!

MY DARKNESS NEEDS THEIR LIGHT--AND YOU'RE TOO WEAK NOW TO FEED ME ANY OF YOURS.

I *MUST* KEEP THEM!

CLOAK... *PLEASE!*

I--I--

--VERY WELL.

W-WE'RE *BACK!*

I-IT WAS SO COLD-- SO VERY *COLD!*

THE DARKNESS-- I COULDN'T EVEN SEE MY HAND IN FRONT OF MY FACE.

COME, CLOAK, YOU MUST HELP ME LEARN WHERE MY LIGHT IS GOING!

YES. WITHOUT YOUR LIGHT TO SUSTAIN ME, THE DARKNESS WITHIN ME COULD RISE UP AND CONSUME EVERY LIVING THING ON THIS EARTH.

HIS CLOAK WRAPS AROUND THEM LIKE A THING ALIVE--

--AND TRANSPORTS THEM THROUGH THE DARK DIMENSION THAT IS CLOAK'S BODY.

MEANWHILE, LEST WE FORGET THE INDIVIDUAL WHOSE NAME FESTOONS THE COVER OF THIS MAGAZINE--

--PETER PARKER, THE SPECTACULAR SPIDER-MAN, IS EVEN NOW STROLLING THROUGH THE CHELSEA DISTRICT OF MANHATTAN, THINKING SOMBER THOUGHTS.

BOY, THINGS HAVE SURE TAKEN A TURN FOR THE WORSE LATELY.

I'VE HAD A FALLING OUT WITH MY AUNT MAY 'CAUSE I QUIT SCHOOL; I'M BROKE AGAIN, AS USUAL--

--AND JUST WHEN I THOUGHT MY LOVE LIFE WAS ON THE UPSWING, I HAD A BIG BLOW-UP WITH THE BLACK CAT.

WHY CAN'T I HAVE A NICE, NORMAL RELATIONSHIP LIKE THE ONE I HAD WITH GWEN STACY BEFORE SHE DIED?

HARRY OSBORN AND LIZ SURE SEEM HAPPY WITH THEIR MARRIAGE. I WISH...

HEY, PETE -- WOOL GATHERING?

HARRY-- LIZ, I WAS JUST THINKING ABOUT YOU TWO.

AND WHY NOT? YOU WERE SUPPOSED TO MEET US FOR LUNCH WITH SHA SHAN! ANY IDEA WHAT IT'S ABOUT?

NOT REALLY.

SHA CALLED ME THIS MORNING AND SAID SHE NEEDED TO TALK TO US, SO I SUGGESTED SHE MEET US HERE.

SHE HINTED IT WAS SOMETHING ABOUT HER RELATIONSHIP WITH FLASH -- BUT SHE WOULDN'T SAY MORE OVER THE PHONE.

SMOKIE'S

AND THIS IS THE RESTAURANT YOU CHOSE? AH, PETER, MY LAD, YOU TRAVEL STRICTLY FIRST CLASS ALL THE WAY.

BBQ PLACE

HEY, HARRY, JUST BECAUSE YOU USED TO BE MY ROOMMATE DOESN'T GIVE YOU THE RIGHT TO BE SARCASTIC.

BESIDES, I'VE HEARD THAT THIS PLACE HAS THE HOTTEST CHILI IN TOWN!

THERE'S SHA SHAN NOW.

PETER, HARRY, LIZ... I AM SO GLAD YOU COULD COME.

THESE RIBS LOOK GOOD.

I'M STILL GOING TO TRY THE CHILI. LET'S SEE JUST HOW HOT IT IS.

AREN'T YOU HAVING ANYTHING SHA SHAN?

HOME M
PIES
1. Apple
2. Pecan
3. Lem

NO, PETER, THANK YOU. I-I FEAR I HAVE NO APPETITE.

HOT B-BQ RIBS

OKAY, SO SPILL IT. WHAT'S UP WITH YOU AND FLASH?

I AM WORRIED ABOUT HIM. HE HAS BEEN ACTING VERY STRANGELY LATELY.

YOU ARE HIS CLOSEST FRIENDS AND I THOUGHT PERHAPS YOU COULD *HELP.*

HE HAS BEEN SNEAKING OUT EARLY IN THE MORNINGS, WON'T TELL ME WHERE HE'S GOING--

--AND WHEN HE RETURNS HE IS BRUISED AND BATTERED, AS IF HE HAD BEEN IN A *FIGHT.*

BRUISES? FIGHTS? WHAT COULD HE POSSIBLY BE--

OH, NO!!

WHAT IS IT, PETE? DO YOU KNOW WHAT FLASH IS UP TO?

NO, I ⩽GLUBBA⩽ I JUST FOUND OUT WHY THEY CALL THIS KILLER CHILI! *WOW,* THAT'S HOT!

CAN'T YOU BE SERIOUS, PETER? SHA SHAN IS REALLY UPSET.

SORRY, REALLY ⩽GLUB⩽ I ⩽GLUB⩽ COULDN'T HELP IT.

LOOK, SHA SHAN, I SYMPATHIZE, BUT FLASH IS A BIG BOY NOW. HE DOESN'T HAVE TO ANSWER TO US.

AS IT IS, WE'VE GOT TROUBLES OF OUR OWN. I'M FIGHTING OFF A TAKEOVER BID OF MY COMPANY.

I WOULDN'T WORRY. FLASH'LL WORK OUT HIS PROBLEMS AND COME AROUND. YOU'LL SEE. C'MON, LIZ.

OKAY, HON. I'LL CALL YOU SOON, SHA SHAN.

I'M SURE HARRY IS RIGHT, SHA SHAN. FLASH CAN BE SORT OF STRANGE SOMETIMES. WHY, WHEN I FIRST MET HIM, WE COULDN'T STAND EACH OTHER, BUT OVER THE YEARS...

EVEN AS PETER ATTEMPTS TO COMFORT SHA SHAN, FLASH APPROACHES...

I CAN'T BELIEVE IT. I GET BACK TO THE APARTMENT AND I FIND OUT SHA SHAN DIDN'T GO TO HER CLASS.

SHE WOULDN'T MISS ONE EXCEPT FOR SOME REAL EMERGENCY!

SO I FIND THIS PAPER IN THE WASTEBASKET WITH AN ADDRESS ON IT, AND WHERE DOES IT LEAD ME? TO THIS RESTAURANT.

NOW WHAT COULD BE SO IMPORTANT--

NO! IT'S SHA SHAN--AND SHE'S HOLDING HANDS WITH PARKER!

I KNEW SHE WAS UP TO *SOMETHING*, BUT *THIS*--!

I GUESS THIS EXPLAINS WHY MY OLD *PAL* PETE GAVE ME THE BUM'S RUSH WHEN I TRIED TO TELL HIM ABOUT MY PROBLEMS WITH SHA SHAN!

HE KNEW *HE* WAS THE CAUSE OF THE PROBLEMS! I OUGHT TO BUST HIS HEAD.

BUT WHAT GOOD WOULD IT DO?

I'LL SHOW THEM! IF MY PLANS WORK OUT, THEY'LL *BOTH* BE SORRY.

MEANWHILE, AT THE KINGPIN'S LABORATORY...

WHAT SEEMS TO BE CAUSING THE DELAY?

A PROBLEM NOT TOTALLY UNFORSEEN.

THE LEVEL OF CONSCIOUSNESS WE'VE MANAGED TO RESTORE TO YOUR AGENT IS OF THE MOST PRIMAL NATURE.

HE RESPONDS ONLY TO THE MOST BASIC STIMULI. AS A RESULT, HE IS NEARLY IMPOSSIBLE TO CONTROL.

THE SOLUTION?

LUCKILY WE HAVE--

--THE ANSWER!

ONLY HE COULD BRAVE THE FORCES WE'VE UNLEASHED AND APPLY--

"--THE SUBMISSION COLLAR!"

CLIK

WELL DONE, ANSWER. NOW WE ADJUST THE FREQUENCY, AND WITH A TWIST OF THE DIAL--

--WE CAN INFLICT MASSIVE PAIN. AS YOU SEE, HE RESPONDS.

NOW THAT WE HAVE HIS ATTENTION, YOU CAN GIVE HIM ORDERS-- ALBEIT ON A RATHER SUBLIMINAL LEVEL.

IT SEEMS A TEST OF SOME SORT IS CALLED FOR.

THEN WE SHALL SEE.

WHILE THE KINGPIN SETS HIS MACHINATIONS INTO MOTION, PETER PARKER, HAVING PARTED FROM A TROUBLED SHA SHAN, NEARS HIS APARTMENT BUILDING...

WELL, I GUESS THAT GOES TO SHOW I'M NOT THE ONLY ONE WITH PROBLEMS. THERE'S A LESSON THERE SOMEWHERE.

NO PARKING TUES THUR SAT 11 AM 2 PM

167

RIGHT NOW, THOUGH, ALL I WANT TO DO IS GO SEE FELICIA AND TRY TO WORK OUT MY TROUBLES WITH HER!

HEY! WHAT'S MY LANDLADY DOING SNOOPING AROUND MY DOOR?

THAT PARKER AND HIS CRAZY GIRLFRIEND --WONDER WHAT THEY'RE UP TO? I HEARD SOME AWFUL LOUD NOISES IN HERE LAST NIGHT.

I WARNED HIM I RUN A NO-NONSENSE BUILDING HERE!

HMMM.IF SHE'S SO INTENT ON EAVESDROPPING ON ME, MAYBE I CAN GIVE HER A *REAL* EARFUL.

FIRST, I'LL WILL MY COSTUME TO EXTEND MY SHIRTSLEEVE, TRANS-FORMING IT INTO MY SPIDEY SUIT--

--WHICH COMES EQUIPPED WITH ITS OWN HANDY-DANDY WEB-SHOOTER.

AND NOW--

PWIP

I'LL JUST SNAG THE CEILING ABOVE HER--

--AND SWING ON OVER!

IF I'D WALKED, I WOULD'VE HIT A CREAKY FLOORBOARD FOR SURE!

CAN I *HELP* YOU?

YEOW!!

PARKER! DON'T YOU KNOW YOU COULD GIVE A PERSON A HEART ATTACK THAT WAY?

AND DON'T *YOU* KNOW IT'S NOT NICE TO LISTEN AT PEOPLE'S DOORS, MRS. MUGGINS?

OH! WELL, I WAS JUST... ER, THAT IS...

I KNOW, YOU WERE JUST LOOKING TO GIVE ME THE RECEIPT FOR THE CASH I PAID YOU FOR MY RENT THE OTHER DAY, RIGHT?

ER, YES... THAT IS... *NO!* I MEAN, YOU'LL *GET* YOUR RECEIPT SOON ENOUGH.

YUCH-- WHAT'S THIS? @#$%&!! A SPIDER WEB-- GOTTA CLEAN THIS PLACE UP!

HA! I DON'T KNOW WHEN I'VE SEEN THE OLD GIRL LOOK SO FLUSTERED. MAYBE THAT'LL TEACH HER NOT TO GO SPYING ON PEOPLE--BUT I *DOUBT* IT.

BUT NOW I'D BETTER CALL FELICIA--

FELICIA? IT'S PETER. CAN I SEE YOU? WE'VE GOT A LOT TO TALK ABOUT.

DON'T CALL ME FELICIA. I'M YOUR BLACK CAT AND YOU--YOU'RE MY SPIDER! AS FOR SEEING ME... WELL...

I STILL HAVEN'T TOTALLY FORGIVEN YOU FOR THE FIGHT WE HAD THE OTHER NIGHT, BUT--

BUT, ON THE OTHER HAND, I CAN'T FORGET HOW YOU SWUNG TO MY RESCUE WHEN YOU THOUGHT I WAS BEING MENACED BY THE *ANSWER*.*

YOU DIDN'T KNOW THAT I WAS REALLY *HELPING* HIM IN ORDER TO REPAY THE DEBT I OWE THE KINGPIN, AND I FEEL SO GUILTY FOR DECEIVING YOU THAT WAY!

*LAST ISH--D.

ALL RIGHT, YOU CAN COME OVER. BUT DON'T KEEP ME WAITING. 'BYE.

ONE NICE THING ABOUT THIS NEW COSTUME--

--THE WAY IT RE-SPONDS TO MY THOUGHTS, CHANGING INSTANTLY FROM STREET CLOTHES TO SPIDEY COSTUME--

--IT *NEVER* MAKES ME KEEP AN EAGER FEMALE WAITING.

CLIMBING UP THE TILED WALL OF HIS BATHROOM, HE LETS HIMSELF OUT THROUGH THE SKYLIGHT--

--AND ONCE AGAIN SPIDER-MAN PROWLS THE CITY.

AH, THAT NIGHT AIR FEELS GOOD. I'VE BEEN FEELING SO LOGY LATELY, AND SO CLUMSY. I SUPPOSE IT'S JUST ALL THE PRESSURE I'VE BEEN UNDER--FIGHTING THE BEYONDER, THE BLOB, WILL-KILLER, WHITE DRAGON AND THE ANSWER IN RAPID SUCCESSION.

PWIP

BUT I KEEP DOING MYSELF DAMAGE--CRACKING MY KNEE, MIS-FIRING MY WEBBING AND NEARLY FALLING TO MY DEATH. AND THEN THE WAY I LET WILL-KILLER SNEAK UP ON ME*...!

*SEE RECENT SPIDEY TITLES FOR ALL THIS ACTION--DANNY.

MAYBE THIS SWING ACROSS TOWN WILL PUT SOME NEW LIFE IN ME.

Flowers

HEY! A FLOWER SHOP!

THESE'LL BE JUST THE TICKET TO MAKE FELICIA FORGET WE EVER HAD THAT SPAT. I'LL JUST LEAVE THE MONEY--

UH-OH! SPIDER-SENSE IS TINGLING--

--AND HERE COMES A GUY RUNNING IN BLIND PANIC!

HEY, BUDDY, WATCH OUT FOR THE--

--FLOWERS.

WHA-?!

CRASH

OH MY G-- DID HE SEND *YOU*, TOO?!

DID *WHO* SEND ME?

THEY WARNED ME NOT TO CROSS HIM-- WARNED ME TO STICK TO MY OWN LOAN-SHARKING TERRITORY-- BUT I DIDN'T LISTEN!

AND NOW HE'S GOING TO *KILL* ME!

WHAT?! *WHO'S* GOING TO KILL YOU?

THE KINGPIN! THAT'S WHO SENT IT AFTER ME! IT COULD ONLY HAVE BEEN THE KINGPIN!

THE KING-PIN!

BUT, WHAT DID HE SEND AFTER YOU? WHAT ARE YOU RUNNING FROM?

A MONSTER BUSTED UP MY HEADQUARTERS! 'S'HORRIBLE!

IT MUST BE! MY SPIDER-SENSE IS STILL TINGLING LIKE CRAZY!

THOSE ARE MY MEN TRYING TO STOP IT! BUT THEY WON'T STOP IT! NOTHING CAN STOP IT!

WE'LL SEE ABOUT THAT! IF YOU WERE TRYING TO MUSCLE IN ON THE KINGPIN'S ACTION, YOU MUST BE INVOLVED IN ORGANIZED CRIME!

BUT I CAN'T LET YOU BE MURDERED. I'LL JUST LEAP OVER--

--AND SEE WHAT THIS TUMULT IS ALL ABOUT.

TOO MANY PEOPLE--CAN'T MAKE ANYTHING OUT!

CLASH

POW

THUD

CAN'T HOLD HIM--HE'S BREAKING THROUGH!

THEY'RE FALLING LIKE TENPINS! NOW, MAYBE I CAN SEE WHO'S BEHIND ALL TH--

OH, NO! IT CAN'T BE *HIM!* H-HE'S *DEAD!*

IT'S SILVERMANE!!

CAN IT BE HE'S CHEATED DEATH A SECOND TIME?

HE WAS MURDERED BY CLOAK AND DAGGER, THEN REVIVED IN THIS BIONIC FORM, ONLY TO BE KILLED BY THEM AGAIN.

FLY EASTERN

"I HAD A RUNNING BATTLE WITH HIM ON BOARD A SUBWAY TRAIN...

"HE GOT PAST ME AND ALMOST GOT HIS REVENGE ON CLOAK--

"--BUT FINALLY DAGGER NAILED HIM WITH HER LIGHT KNIVES!

"LAST I SAW THEY WERE HAULING HIS CARCASS OUT OF THE SUBWAY TOWARDS A WAITING AMBULANCE...AND THEY *WEREN'T* IN ANY HURRY!*

AMB

"THE MAN WAS *DEAD!*"

*SEE PPSSM #70 -- DANNY.

CRUNCH

WHOOPS! I WAS SO LOST IN MY THOUGHTS I ALMOST GOT *CRUSHED* BY THAT DEAD MAN!

YOO-HOO! SILVERMANE! CAN YOU GIVE ME ANY TIPS ON YOUR SECRETS OF LONGEVITY?

IS IT TRUE YOUR ROBOT BODY WAS MADE BY TIMEX? TAKES A LICKING AND KEEPS ON--

--TICKING! *YIKES!*

WELL, THE OL' SNAPPY SPIDEY REPARTEE DOESN'T SEEM TO BE DISTRACTING HIM-- HE'S STILL INTENT ON KICKING THE SPIT OUT OF ME!

I'VE NEVER SEEN HIM LIKE THIS BEFORE! AND HIS FACE-- HE'S GOT A VACANT STARE EVEN COLDER THAN HIS METAL BODY!

IT'S LIKE HE'S NOT EVEN SEEING WHAT HE'S DOING--LIKE HE'S LOOKING OVER FROM THE OTHER SIDE OF DEATH!

PWIP!

MAYBE I CAN SLOW HIM DOWN WITH SOME OF MY TRUSTY WEBBING!

THERE--THAT DID THE TRICK!

HEY, SILVY DON'T BE SO *STUCK* UP! YOU MEAN TO TELL ME YOU WON'T EVEN TALK TO OL' SPIDEY ANYMORE?

HERE, THIS OUGHTTA LOOSEN UP YOUR JAW MUSCLES!

OWCH! HE BARELY FLINCHED, BUT I NEARLY BROKE MY HAND!

K-KRAK!

AND NOW HE'S KICKING HIMSELF FREE OF MY WEBBING! WHAT *POWER--WHOOP!*

AND HE'S *FAST*, TOO! HE NEARLY CLIPPED ME!

I'D BETTER MOVE IT--TRY TO FIGURE A WAY TO STOP HIM!

WHILE ABOVE...

IS THE PICTURE COMING THROUGH, KINGPIN?

YES, ANSWER. IT'S QUITE CLEAR!

I'M SOMEWHAT PERTURBED TO SEE HOW EASILY SILVERMANE WAS DISTRACTED FROM HIS PRIMARY TARGET! BUT AS LONG AS HE ALREADY PURSUES SPIDER-MAN, LET US SEE HOW WELL HE FARES.

AFTER ALL, THAT WOULD BE A FAR GREATER TEST OF HIS ABILITIES THAN THE ELIMINATION OF THAT PETTY *USURER.*

OF COURSE I DON'T WANT SILVERMANE TO KILL SPIDER-MAN--THAT WOULD INTERFERE WITH MY *ULTIMATE* REVENGE!

USE THE SUBMISSION COLLAR TO DIRECT SILVERMANE'S EFFORTS AGAINST SPIDER-MAN! BUT BE PREPARED TO STOP HIM SHOULD HE ENDANGER SPIDER-MAN'S LIFE.

VERY WELL, KINGPIN!

WHILE, BACK ON THE STREET...

NOT IN SERVIC

GEE, SILVY, I KNOW THE CITY'S BEEN HAVING TROUBLE WITH THOSE GRUMMAN BUSES--

--BUT THAT'S NO REASON TO GO THROWING THEM AROUND!

MY GOSH, THERE'S SOME PEOPLE ON THE OTHER SIDE OF THAT BUS-- THEY'LL BE *CRUSHED!*

NOT IN SE

THIS IS GONNA BE *CLOSE*...

MADE IT!

CRA-TASH

BUT...

NO! I WAS TOO TANGLED UP WITH THESE PEOPLE! NOW SILVERMANE'S *GOT* ME!

RUN! GET AWAY FROM HERE! HE'S TOTALLY BERSERK!

YOU DON'T HAVE TO TELL ME TWICE!

NOW, SILVY CAN'T WE DISCUSS THIS LIKE TWO MATURE--

ARRGH!

THUNG!

WHUNF!

H-HE'S *KILLING* ME! CAN'T BREAK HIS GRIP!

PWIP

GOT TO TRY SOME WEBBING...

NO GOOD! IT DOESN'T FAZE HIM--HE JUST KEEPS FLAILING AWAY!

HE'S LIKE A MACHINE--

--UHNNGH!

A--A DEADLY MACHINE AND I--

OOUCH!

--CAN'T STOP... HIM!

LOOK--SILVERMANE HAS BEATEN SPIDER-MAN!

A SMASHING SUCCESS! YOU HAVE FOUND YOUR NEW ASSASSIN, KINGPIN!

THIS CALLS FOR A CELEBRATION!

I FEAR NOT!

WH-WHY, WHAT DO YOU MEAN?

I'LL GRANT YOU THAT SILVERMANE IS POWERFUL, BUT HE LACKS THE SKILLS AND SUBTLETY REQUIRED FOR DELICATE ASSIGNMENTS.

LOOK! LOOK AT THE CROWD THAT HAS GATHERED TO WATCH THE MELEE! TOO MUCH ATTENTION IS BEING CALLED TO THE OPERATION.

IT IS AS I FEARED. THIS UNDEAD BODY LACKS THE NECESSARY FINESSE.

RIALTO

HAVE SILVERMANE RELEASE SPIDER-MAN BEFORE HE DOES PERMANENT HARM, THEN SUMMON HIM BACK HERE!

YES, SIR. AT ONCE!

THAT'S STRANGE!

WHAT IS ?!

SIVERMANE ISN'T RESPONDING TO THE SUBMISSION COLLAR! HE WON'T RELEASE SPIDER-MAN! HE WON'T RETURN!

AS THE KINGPIN'S TECHNICIANS WORK FEVERISHLY OVER THE CONTROLS, THE BLACK CAT PACES THE FLOOR OF HER ELEGANT APARTMENT...

WHERE'S SPIDER? HE SAID HE'D BE COMING RIGHT OVER... AND IT DOESN'T TAKE HIM THAT LONG TO SWING ACROSS TOWN!

MAYBE HE CHANGED HIS MIND! MAYBE HE'S STILL MAD ABOUT THAT FIGHT WE HAD! MAYBE HE FOUND SOME MOUSEY LITTLE GIRL WHO LIKES HIM AS THAT--THAT *PETER PARKER* PERSON!

I'LL BET THAT'S *IT!* WELL, IF THAT'S TRUE... IF THAT'S WHY HE'S STANDING ME UP--!

WHY I WOULDN'T TAKE HIM BACK NOW, EVEN IF HE CAME CRAWLING ON HIS KNEES, I--

3 TAP TAP TAP

EH--? WHO'S THAT AT THE DOOR?

SPIDER!!

CAT, IT WAS SILVERMANE! I-I COULDN'T STOP HIM!

HE BEAT ME-- *BAD!* AND JUST WHEN I THOUGHT I WAS DEAD--

--HE LET ME GO.

HE'S GOT TO BE STOPPED, CAT!

DON'T WORRY, SPIDER, *WE'LL* STOP HIM!

NO! WE CAN'T DO IT! H-HE'S TOO STRONG! ONLY ONES WHO CAN STOP HIM-- GOT TO FIND THEM, CAT--

--GOT TO FIND *CLOAK & DAGGER!*

NEXT: THE DAGGER AT THE END OF THE TUNNEL!

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
95
OCT
02199

APPROVED BY THE COMICS CODE AUTHORITY

PETER PARKER, THE SPECTACULAR SPIDER-MAN™

MILGROM

Stan Lee PRESENTS:

THE DAGGER AT THE END OF THE TUNNEL!

STORY & LAYOUTS AL MILGROM / INKS JIM MOONEY / LETTERING DIANA ALBERS / COLORING BOB SHAREN / EDITING DANNY FINGEROTH / EDITOR-IN-CHIEF JIM SHOOTER

WHAT HAS GONE BEFORE: THE BIONIC BODY OF THE CRIME-LORD, **SILVERMANE**, HAS BEEN BROUGHT BACK FROM THE BRINK OF DEATH.

REVIVED BY THE **KINGPIN**, WHO HAD HOPES THAT HE COULD MANIPULATE THAT MINDLESS CREATURE TO ACT AS HIS ASSASSIN, SILVERMANE SHOWED DISTURBING TENDENCIES TO RESIST THE KINGPIN'S DIRECTIONS.

CONSEQUENTLY, WHEN SILVERMANE GOT INVOLVED IN A BATTLE WITH THE AMAZING SPIDER-MAN, DESPITE BEING ORDERED TO SHOW RESTRAINT IN DEALING WITH THE WEB-SLINGER, HE BEAT SPIDEY HALF TO DEATH.

AND THAT BRINGS US UP TO DATE!

OOH! I ACHE ALL OVER. I STILL DON'T KNOW **WHY** SILVERMANE LET ME GO BEFORE HE FINISHED ME--!

DON'T STRAIN YOURSELF, SPIDER. THE **BLACK CAT** WILL SEE THAT YOU'RE ALL RIGHT! EASY DOES IT, NOW!

THANKS, CAT. I CAN TELL SILVY DIDN'T BREAK ANY-THING, BUT I DON'T KNOW WHEN I'VE FELT THIS WEAK.

I'VE BEEN FEELING A LITTLE WORN-OUT LATELY ANYWAY, AND THIS BEATING DIDN'T HELP MATTERS.

SHHH! DON'T TALK.

THE BEST THING FOR YOU IS TO GET INTO A NICE WARM BED AND SLEEP.

I--I SUPPOSE YOU'RE RIGHT.

BUT SILVERMANE'S STILL *OUT* THERE-- HE COULD HURT INNOCENT PEOPLE...

THAT'S NOT *OUR* WORRY, LOVER.

BUT IT *IS*. WE--I'VE GOT A RESPONSI-BILITY.

BUT I'M SO TIRED --I CAN'T DO ANYTHING JUST NOW. GOT TO REST A LITTLE FIRST.

AND IN RESPONSE TO HIS MENTAL COMMAND, PETER PARKER'S COSTUME FLOWS DOWN, REVEALING HIS BATTERED FEATURES...

I KNOW HE'S HURT... BUT I CAN HARDLY STAND TO LOOK AT HIM WHEN HE'S NOT MY SPIDER!

DON'T WORRY... LOVER. IF YOU'RE SO WORRIED ABOUT IT... *I'LL* FIND SILVERMANE!

NO! CAT! HE'S TOO DANGEROUS. AND FROM WHAT THAT GANGSTER SAID*--

*A LOAN SHARK SILVERMANE WAS PURSUING WHEN SPIDEY GOT INVOLVED. IT HAPPENED LAST ISH--DANNY.

--SOMEHOW THIS ALL TIES IN WITH THE *KINGPIN*.

IT'S TOO MUCH FOR YOU TO HANDLE ALONE. PROMISE YOU WON'T TRY ANYTHING TILL I CAN GO WITH YOU.

PROMISE ME!

I--I PROMISE.

GOOD! I'LL GET UP IN A FEW MINUTES, JUST A FEW MIN...

HMMF! HE ACTS AS IF I'M HELPLESS WITHOUT HIM. BUT I'LL KEEP MY PROMISE, IF ONLY BECAUSE GETTING INVOLVED MIGHT REVEAL MY CONNECTION TO THE KINGPIN.

I'D HATE FOR MY LOVER TO FIND OUT THAT ONE OF HIS GREATEST ENEMIES IS RESPONSIBLE FOR GIVING ME MY CAT-LIKE POWERS.

MEANWHILE, NOT FAR FROM WHERE THE BLACK CAT SWINGS, SILVERMANE CONTINUES ON HIS BLIND PATH OF DESTRUCTION, SEARCHING, SEEKING... WHAT?

KA-RASH!

LOOK OUT! THAT THING'S GOING BERSERK. GET OUT OF THE WAY!

AND IN THE SKYSCRAPER HEADQUARTERS OF THE KINGPIN...

SO, *ANSWER*, THE REMOTE TELEVISION UNIT YOU PLACED ON THE SCENE IS STILL BROADCASTING SILVERMANE'S PROGRESS!

YES, BUT IT WON'T BE LONG BEFORE HE IS OUT OF THE RANGE OF THE CAMERA.

ARE YOU SURE YOU DON'T WANT ME TO TRY TO STOP HIM?

NOT AT THIS TIME.

I STILL CAN'T FIGURE OUT WHERE WE WENT *WRONG!* THE SUBMISSION COLLAR WE PLACED AROUND HIS NECK SHOULD CAUSE HIM SUFFICIENT PAIN--EVEN IN HIS PRESENT LIMITED MENTAL CAPACITY-- TO RESPOND TO OUR ORDERS.

HOW DO YOU EXPLAIN THE MALFUNCTION?

THERE IS NO MAL-FUNCTION, PER SE. IT'S AS IF, SOMEHOW, THERE'S AN OUTSIDE FORCE THAT CALLS HIM.

A FORCE GREAT ENOUGH TO MAKE HIM IGNORE THE PAIN.

DAGGER!

WHAT HAS *SHE* GOT TO DO WITH THIS, ANSWER?

BUT BEFORE THE ANSWER CAN REPLY...

WAIT! HE'S MOVING AGAIN!

"INSTEAD OF MILLING MINDLESSLY ABOUT, HE SEEMS ONCE AGAIN TO HAVE A SET GOAL TO REACH!

KENNS

"H-HE'S TEARING UP THE VERY ASPHALT TO GET AWAY!

"YE GODS, WHAT POWER!"

WHAT WAS IT ABOUT DAGGER?

AS ALWAYS, I HAVE THE ANSWER. AS YOU KNOW, WE LEARNED THAT DAGGER'S LIGHT KNIVES WERE RESPONSIBLE FOR DRIVING THE LIFE FORCE FROM SILVERMANE'S BODY, AND SHE SOMEHOW ABSORBED THAT FORCE.

APPARENTLY, WHEN SHE DID, SHE FORMED A *LINK* BETWEEN THE TWO OF THEM. NOW THAT WE'VE REVIVED HIM, HE SEEKS HER OUT, --HIS BODY CRAVING THOSE ENERGIES THAT ONCE WERE HIS.

I WOULDN'T BE SURPRISED IF SHE, TOO, WAS FEELING THE EFFECTS OF HIS REVIVAL.

AND INDEED...

OH! THE PAIN!

DAGGER!

CLOAK, IT'S HAPPENING AGAIN. THE MOMENT WE STEPPED OUT OF YOUR CAPE, BACK INTO THE TANGIBLE WORLD, I FELT HURT -- WEAK!

IT HAPPENED BRIEFLY WHEN WE CAUGHT THOSE DRUG DEALERS,* BUT I WAS HOPING THAT IT WAS A ONE-TIME THING.

*LAST ISSUE -- DANNY.

BUT NOW IT'S BACK, WORSE THAN EVER, A GNAWING PAIN FROM WHICH EVEN THIS CHURCH, WE'VE MADE OUR HAVEN, CAN'T GRANT ME SANCTUARY.

AND WHAT'S WORSE, IT LEAVES ME SO DRAINED OF MY LIGHT, THAT I HAVE LITTLE OR NONE TO GIVE YOU.

HUSH! THAT'S NOT IMPORTANT.

NOT NOW, PERHAPS, BUT YOU KNOW AS WELL AS I DO HOW YOU DEPEND ON ME.

WITHOUT MY EXCESS LIGHT TO SUSTAIN YOU, YOUR HUNGER WILL GROW. THE DARKNESS WITHIN YOU MUST BE FED.

IF IT ISN'T, IT WILL MAKE YOU TAKE THE LIGHT -- THE LIFE -- FROM OTHERS.

OR IF YOU RESIST THE HUNGER, THE DARKNESS WILL DEVOUR *YOU!*

WHAT CAN WE DO CLOAK?

I -- I WISH I KNEW.

MEANWHILE, IN PETER PARKER'S BEDROOM, A DARK FORM STIRS WITHIN THE SHADOWS...

HIS SPIDER COSTUME OOZES OFF THE CHAIR ON WHICH IT HAD RESTED...

IT GLIDES SILENTLY ACROSS THE FLOOR...

THEN, IN RESPONSE TO SOME SECRET HUNGER OF ITS OWN --

--IT STRIKES!

FOR A BRIEF INSTANT, HIS SPIDER-SENSE BUZZES, WARNING HIM OF DANGER. THEN, AS THE COSTUME ENGULFS HIM--

--THE BUZZING ABRUPTLY CEASES.

HE CLIMBS FROM HIS BED--

--EXITS HIS ROOFTOP SKYLIGHT--

--AND BEGINS, ALL UNKNOWING, TO PROWL THE NIGHT.

I JUST DON'T KNOW WHAT TO DO ABOUT SPIDER. I WANT TO BE ***HONEST*** WITH HIM, BUT I'M AFRAID IF I TELL HIM ABOUT THE KINGPIN, HE'LL LEAVE ME!

WHAT CAN I D--!

HMPH! HOW DO YOU LIKE THAT! HE PRETENDED NOT TO HEAR ME!

WELL, IF ***THAT'S*** THE WAY HE WANTS TO PLAY IT, THE ***BLACK CAT*** CAN PULL A SOLO ACT, TOO!

SPIDER!

WHAT ARE YOU DOING OUT OF BED?!

ON OUR WAY TO HIS APARTMENT, HE SAID SOMETHING ABOUT THE GIRL CALLED "DAGGER" BEING THE KEY TO DEFEATING SILVERMANE!

I'VE GOT RESOURCES OF MY OWN. LET'S JUST SEE WHO CAN FIND DAGGER FIRST!

ELSEWHERE...

HOW IS SHE TODAY, DOCTOR?

STILL NO CHANGE I'M AFRAID. HER SPIRIT SEEMS COMPLETELY DEPLETED SINCE THE HARROWING EXPERIENCE SHE HAD WITH THOSE OUTCASTS WHO LIVE IN THE SEWERS. *

IT'S ALMOST AS THOUGH THE LIGHT OF HER SOUL HAS BEEN SNUFFED OUT!

*DAREDEVIL #180--DANNY.

POETIC WORDS FROM A MAN OF *SCIENCE*, DOCTOR. BUT POETRY WILL NOT HELP MY WIFE.

OH, VANESSA, I WOULD GIVE MUCH TO RESTORE YOU TO ME. MY EMPIRE MEANS NOTHING WITHOUT YOU BY MY SIDE TO SHARE IT.

KINGPIN.

HMMM? OH. YES, ANSWER, HAVE YOU ACTED ON OUR PLAN TO PRODUCE DAGGER?

YES. I'VE SPOKEN TO THE *ROSE*. HE DIDN'T SOUND *HAPPY* ABOUT IT, BUT HE'S GOING AHEAD WITH THE PLAN.

NO, HE *WOULDN'T* BE HAPPY ABOUT IT. THAT'S PART OF THE REASON I ASSIGNED IT TO HIM.

AS LONG AS HE FOLLOWS MY ORDERS, IT DOES NOT MATTER WHAT HIS PERSONAL FEELINGS ARE!

HE HAS AMBITIONS... DANGEROUS AMBITIONS. HE MUST BE SHOWN HIS PLACE.

ELSEWHERE...

THE NERVE! INSTRUCTING *ME* TO SET UP SOME DRUG SALE! I THOUGHT THE KINGPIN HAD ALL BUT CURTAILED HIS ACTIVITIES IN THAT AREA!

AND WHAT'S WORSE, HE DIDN'T EVEN DEIGN TO SPEAK TO ME HIMSELF-- INSTEAD, I GOT A CALL FROM HIS SUPER-POWERED FLUNKY, THE ANSWER.

THIS WAS OBVIOUSLY A WAY OF REINFORCING HIS POSITION AS MY SUPERIOR.

LET HIM HAVE HIS WAY FOR NOW. IF MY PLANS COME TO FULL FLOWER *THE ROSE* WILL SOON RUN THE KINGPIN'S ORGANIZATION.

JOHNSTON, THE RADIO-PHONE!

RIGHT HERE, BOSS!

THE ROSE MAKES THE FIRST IN A SERIES OF CALLS WHICH WILL SET THE KINGPIN'S PLAN IN MOTION...

A FEW HOURS LATER, IN ANOTHER PART OF THE CITY, THE ALIEN STUFF OF SPIDER-MAN'S NEW COSTUME CONTINUES TO PUT HIM THROUGH HIS PACES--

--WITHOUT ROUSING HIM FROM HIS SLUMBER!

AND, SOMEWHERE IN A DIMLY-LIT HALLWAY...

SO YOU SAY THERE'S A HUGE HEROIN DEAL GOING DOWN ON THE DOCKS ON THE WEST SIDE?

THAT'S THE WORD ON THE STREET, CAT.

THAT SOUNDS JUST LIKE THE SORT OF ACTION THAT WOULD ATTRACT CLOAK AND DAGGER!

AND, IN THE SEWERS BENEATH THE CITY, A COLD MECHANICAL FORM LURCHES FORWARD-- DRAWN INEXORABLY TOWARDS A LIGHT HE CANNOT SEE--

--A LIGHT JUST BEGINNING TO GLOW ON THE HARD CEMENT YARD OF P.S. 173...

I TELL YA I'M STARTIN' TO FEEL IT BAD, FAST EDDIE!

EASY, BOBBIE. I NEED A FIX AS BAD AS YOU DO, BUT WE GOT NO COIN!

OUR BEST BET IS TO WAIT FOR AN EASY MARK TO COME BY AND HIT ON 'IM FOR SOME CASH?

-- 'CAUSE I HEAR THAT THE HORSE TRAIN IS PULLIN' INTO TOWN FOR ANYONE WITH THE MONEY TO BUY A TICKET.

WHY IS THAT, STREET-SCUM?

HUH? WHERE'D YOU COME FROM?!

EVEN AS CLOAK & DAGGER STEP FROM THE DARK DIMENSION THAT COMPRISES CLOAK'S BODY, SILVERMANE REACTS-- THE LIGHT IS NEARER NOW!

IN A MINDLESS FRENZY, THE UNDEAD CREATURE SCRABBLES TOWARDS THAT LIGHT, METAL FEET AND FISTS SMASHING PURCHASE IN THE DANK WALLS.

HE MUST HAVE HIS LIGHT.

WHILE ABOVE...

SO YOU WANT SOME DOPE--HEH-HEH--ON THE DOPE DEAL THAT'S GOIN' DOWN? SURE--FOR THE PRICE OF A FIX YOU *GOT* IT.!

INSOLENT SWINE.! YOU'LL GLADLY PART WITH THE INFORMATION ONCE YOU'VE FELT THE COLD EMBRACE OF MY CAPE...

NO, CLOAK--DON'T.! YOUR HUNGER IS GROWING--YOU MIGHT NOT BE ABLE TO RELEASE THEM.

LET ME USE MY LIGHT KNIVES INSTEAD.

TAKE *THESE* IN PAYMENT FOR YOUR INFORMATION.!

THOUGH THE STRAIN IS ALMOST MORE THAN SHE CAN BEAR, SHE LETS HER GLIMMERING LANCES OF LIGHT FLY TRUE TO THEIR TARGETS--

--AND STRIKE HOME!

WHAT'S SHE *DOIN'* TO US?

THESE THINGS HURT.! THEY MAKE ME FEEL SO *COLD...*

BUT IN A MOMENT...

HEY.! THE MONKEY'S OFF MY BACK.! I CAN FEEL IT.!

YEAH.! I FEEL LIKE I WON'T EVER NEED A FIX AGAIN.!

OKAY, LADY.! YOU EARNED IT.! THERE'S SUPPOSED TO BE A BIG SHIPMENT OF STUFF COMIN' INTO THE WEST SIDE PIERS LATE TONIGHT.! THAT'S ALL WE KNOW.

IT IS ENOUGH. BUT THE STRAIN OF CLEANSING THEM BRINGS THE WEAKNESS OVER ME AGAIN, STRONGER THAN EVER, CLOAK--MY LIGHT IS DIMMING.

FEAR NOT, DAGGER. I'LL TAKE YOU FROM THIS PLACE.!

BUT, LOW AS YOUR LIGHT IS, I DARE NOT TRUST YOU TO THE FROSTY FOLDS OF MY FLOWING CAPE FOR TOO LONG!

WE WILL TRAVEL BUT A SHORT DISTANCE SO AS NOT TO DRAIN YOU FURTHER!

TH-THEY'RE GONE! BUT HOW-?!

YOW! THE GROUND IS SHAKING--CRACKING!

DID THEY DO THIS, OR...

EVEN AS THE LAST OF DAGGER'S LIGHT SLOWLY FADES WITHIN THE FOLDS OF CLOAK'S CAPE, THE ANSWER TO FAST EDDIE'S UNFINISHED QUESTION...

...BECOMES APPARENT!

WHAT'S THAT?!

I DUNNO, BUT I AIN'T WAITING AROUND TO FIND OUT!

IT STOPPED MOVIN'! LET'S BEAT IT BEFORE IT STARTS UP AGAIN!

BUT NOW, WITH DAGGER'S DISAPPEARANCE INTO THE DARK DIMENSION, SILVERMANE'S PURPOSE IS DISSIPATED.

HE STANDS--WAITING. WAITING FOR THE LIGHT TO SHINE ONCE MORE!

WHILE IN THE CHELSEA DISTRICT...

... A DARK AND SILENT FIGURE COMES FULL CIRCLE, RETURNING TO THE BUILDING FROM WHICH HE BEGAN HIS NIGHTTIME SORTIE.

RETURNING PETER PARKER TO HIS BED, THE COSTUME SLINKS FROM HIM, CONTENT IN ITS NIGHT'S WORK.

IN A MOMENT, IT HAS DRAPED ITSELF ONCE AGAIN ON ITS CHAIR AND ALL IS AS IT WAS.

THAT'S WHEN PETER PARKER AWAKES WITH A START!

NO!

WHEW! ONE OF THOSE NIGHTMARES AGAIN! NO WONDER I HAVEN'T BEEN SLEEPING WELL LATELY!

I'M SO BUSHED RIGHT NOW I FEEL LIKE I HAVEN'T SLEPT AT ALL!

WAIT! I REMEMBER. I WAS GONNA LOOK FOR CLOAK AND *DAGGER!*

YEAH, DAGGER! SHE'S THE ONE WHO CAN HELP STOP THE MENACE OF SILVERMANE, I'M ALMOST *SURE* OF IT!

GOT TO GET OUT AND FIND HER! AND HERE COMES MY FAITHFUL COSTUME, OBEYING MY MENTAL COMMAND!

I'D BETTER CALL FELICIA AND SEE IF SHE WANTS TO JOIN ME AS THE BLACK CAT. IF I DIDN'T, SHE'D NEVER SPEAK TO ME AGAIN!

THAT'S FUNNY-- THERE'S NO ANSWER AT HER PLACE! SHE PROMISED ME SHE WOULDN'T TRY AND TACKLE SILVERMANE ALONE! WHERE COULD SHE BE?

WELL, I'LL CHECK IN WITH HER LATER. RIGHT NOW THERE'S A CITY THAT NEEDS SOME PROTECTION!

IF ONLY I DIDN'T FEEL SO DARNED TIRED!

SEEMS LIKE EVERY-THING I TRY TO DO LATELY GETS ALL BALLED UP! CAN'T EVEN SEEM TO SLEEP PROPERLY

I'M SURE MY LIFE WOULD WORK A LOT MORE SMOOTHLY IF ONLY I DIDN'T HAVE TO GO OUT AND PLAY *HERO* ALL THE TIME!

YEAH! A NICE, ORDINARY EXISTENCE, THAT'S THE TICKET!

WHILE, IN THE REALM OF "NICE, ORDINARY EXISTENCE"...

OH, SHA SHAN, IT ISN'T RIGHT FOR YOU TO SPY ON FLASH THIS WAY! HE MUST HAVE HIS REASONS FOR SNEAKING OUT WITHOUT TELLING YOU...

MORNING, FLASHER, OL' BOY!

YOU SURE YOU WANT TO GO THROUGH WITH THIS, THOMPSON? COULD BE DANGEROUS!

YEH! I'M SURE!

YOU GOT GUTS, FLASH! WE CAN USE A MAN LIKE YOU IN OUR ORGANIZATION.

?

AND IN THE HOME OF HARRY AND LIZ OSBORN...

HARRY, I CAN'T WAIT FOR OUR BABY TO BE BORN.

ME TOO, LIZ!

I CAN'T BEAR TO TELL HER THAT WITH THE BUSINESS TROUBLES I'VE BEEN HAVING, WE MAY NOT BE ABLE TO AFFORD THIS BABY.

BUT WHAT CAN I DO--?

AND AT THE FOREST HILLS HOME OF PETER'S AUNT...

FACE IT, MAY, WE'RE JUST NOT MAKING ENOUGH MONEY TO KEEP THIS PLACE ABOVE WATER.

I KNOW, NATHAN. BUT THE WHOLE IDEA WAS TO GIVE OUR FRIENDS A CHEAP ALTERNATIVE TO THE OLD FOLKS HOME. WE CAN'T TURN THEM OUT INTO THE STREET!

AND AT THE OFFICES OF THE DAILY BUGLE...

I'M SO LONELY FOR NED SINCE HE WENT ON SPECIAL ASSIGNMENT FOR THE PAPER! THIS ISN'T THE WAY MARRIAGE IS SUPPOSED TO WORK!

J. ROBER
EDITOR-IN-

BETTY LEEDS

I DON'T KNOW, I JUST DON'T KNOW...

AM I DOING A GOOD JOB AS EDITOR-IN-CHIEF? IT SEEMS I'M SURLY ALL THE TIME, SNAPPING AT THE WHOLE STAFF!

MAYBE IT *IS* TOO BIG A JOB FOR ME! MAYBE I JUST CAN'T CUT IT!

WHILE, IN THE PUBLISHER'S OFFICE OF THE SELFSAME BUILDING...

DON'T KNOW WHEN I'VE FELT THIS GOOD! TURNING THE EDITORIAL REINS OVER TO JOE ROBERTSON WAS THE BEST MOVE I EVER MADE!

WELL, *SECOND* BEST COUNTING THE DECISION I *JUST* MADE!*

OKAY, NOT *EVERYONE* CAN BE MISERABLE.

*FOR THE SECRET OF JONAH'S BIG DECISION, SEE THE ***AMAZING SPIDER-MAN ANNUAL*** #18, ON SALE THIS AUGUST--DANNY.

YEAH, ORDINARY FOLKS DON'T KNOW HOW EASY THEY HAVE IT!

STILL NO SIGHT OF EITHER DAGGER OR SILVERMANE.

I GUESS IT WAS A LONG SHOT TO HOPE THAT BY SWINGING AROUND MANHATTAN I MIGHT ACCIDENTALLY GET CLOSE ENOUGH FOR ONE OF 'EM TO CAUSE A TINGLE IN THE OL' SPIDER-SENSE.

AND I'M SO TIRED! SURE WOULD BE NICE IF I COULD JUST LET MY FINGERS DO THE SWINGING--AS THEY USED TO SAY IN THOSE OLD YELLOW PAGES COMMERIALS!

HEY, MAYBE THAT *IS* THE ANSWER!

TELEPHONE

LUCKILY, I CARRY A DIME FOR EMERGENCIES JUST LIKE THIS!

EVEN AS HIS FINGERS PLAY ACROSS THE BUTTONS OF THE PHONE, HIS MASK AUTOMATICALLY OPENS TO ALLOW HIM TO SPEAK IN THE UNMUFFLED VOICE OF--

PETER PARKER! FANCY HEARING FROM YOU. HAVEN'T SEEN YOU SINCE WE WORKED THAT SANTIAGO STORY TOGETHER*.

HAVE I HEARD ANYTHING ABOUT A BIG GANGLAND DRUG DEAL?

MATTER OF FACT THE RUMOR-MILL WAS CRANKING PRETTY GOOD TONIGHT. SOMETHING ABOUT A BIG SHIPMENT COMING IN ON THE WEST SIDE DOCKS.

*BACK IN MARVEL TEAM-UP #141--DANNY.

DOUBT IT'LL GO DOWN THOUGH. WORD'S ALL OVER TOWN--LIKE SOMEONE *WANTED* IT TO GET OUT!

SURE. ANY TIME BEN URICH CAN BE OF HELP! AND, NOW, YOU OWE ME ONE.

WELL, IT'S A PRETTY SLIM LEAD, BUT IT'S MY ONLY SHOT! AND DUBIOUS OR NOT, IT SOUNDS LIKE THE KIND OF DEAL THAT WOULD ATTRACT CLOAK AND DAGGER IF THEY HEARD ABOUT IT!

SO OVER TO THE DOCKS I GO!

IF HE COULD BUT BE AT HIS DESTINATION THAT VERY INSTANT, SPIDER-MAN WOULD GAIN A GREAT DEAL OF INSIGHT AS TO WHY THIS PARTICULAR DRUG TRANSACTION IS SO WELL-PUBLICIZED!

OKAY, BOSS. IF THAT'S THE WAY YOU WANT IT!

THAT *IS* THE WAY I WANT IT!

THE BUYER WILL BE HERE SOON! JUST CONTINUE TO UNLOAD THE HEROIN... AND BE READY WHEN HE ARRIVES.

SURE! BUT I DON'T LIKE HAVIN' TO WAIT! IT'S BETTER WHEN YOU CAN MAKE YOUR SALE FAST AND GET OUT!

ARE YOU QUESTIONING THE ROSE'S ORDERS?

NO, BOSS IT'S JUST--

THAT WILL BE ALL!

JOHNSTON, VARLEY, IT'S TIME WE WERE GOING!

RIGHT, BOSS.

WHERE TO?

JUST OUT OF SIGHT OF THOSE MEN. I DON'T KNOW WHAT THE KINGPIN HAS IN MIND -- BUT THIS IS NO WAY TO RUN A DRUG SALE!

IT'S AN ELABORATE PLOY OF SOME KIND, AND I'D LIKE TO LEARN MORE.

I TELL YA THIS JUST AIN'T KOSHER! NOBODY SETS UP A DEAL TO MOVE A HUNDRED POUNDS OF PURE HORSE, THEN LEAVES IT SITTIN' OUT IN THE OPEN!

YOU'RE RIGHT, PHIL.

Y'KNOW, MAYBE I'M JUST GETTING SPOOKED, BUT I COULD SWEAR SOMEONE WAS WATCHIN' US!

AND INDEED...

LOOKS LIKE MY SOURCES WERE RIGHT! THERE *IS* SOMETHING GOING ON HERE. I SURE HOPE DAGGER *DOES* SHOW UP!

I'LL GRAB HER FIRST! THAT'LL TEACH SPIDER TO GO SNEAKING OFF WITHOUT HIS CAT.

BEN URICH, REMIND ME TO KISS YOU NEXT TIME I SEE YOU! JUDGING BY THE WAY MY SPIDEY-SENSE IS TINGLING, I'VE STRUCK PAYDIRT.

I'LL JUST TAKE A VANTAGE POINT ON THIS WAREHOUSE ROOF AND WAIT TO SEE WHAT DEVELOPS!

AH! THE KINGPIN'S PLAN GOES WELL. ALL THE SUPPORTING CAST IS PRESENT--

--NOW WE NEED BUT AWAIT THE ARRIVAL OF THE PRINCIPALS!

EVEN AS THIS THOUGHT CROSSES THE ANSWER'S MIND, THERE IS A STIRRING IN THE SHADOWS...

A DARKER SHADE SEEMS TO CONGEAL WITHIN THE DARKNESS--

--ACCOMPANIED BY FAINT BUT PURE WHITE LIGHT.

CLOAK & DAGGER HAVE ARRIVED.

OH, CLOAK, I'M TOO WEAK. I SHOULDN'T HAVE FED YOU THE LIGHT WE NEEDED TO TRAVERSE THE DARK DIMENSION.

FEAR NOT, GENTLE DAGGER. I'LL STOP THESE DEALERS IN HUMAN SUFFERING ALONE!

BUT *YOU* MUST BE WEAKENED, TOO.

YES, BUT THERE IS LIGHT *ENOUGH* TO BE HAD--

--IF ONE KNOWS WHERE TO *LOOK!*

BEWARE, VERMIN! CLOAK IS UPON YOU, AND THE COST OF RESISTANCE IS YOUR MORTAL SOULS!

WHA-?! LOOK OUT!

HEY, IT'S THAT *CLOAK* GUY WE HEARD ABOUT. HE'S SUPPOSED TO BE A HOLY TERROR!

THAT RIGHT? HE DON'T LOOK SO TOUGH TO *ME!*

YEAH, HE LOOKS REAL UNSTEADY-- LIKE HE'S HURT! LET'S *TAKE* HIM!

FOOLS! IT'S TRUE I AM WEAKENED--

--BUT I CAN REPLENISH MY STRENGTH BY FEEDING ON YOUR VERY LIGHT!

AIIEEEEE! HIS CAPE--

IT'S SWALLOWING US UP! SUCKING US INSIDE...

AND IT'S SO *COLD*-- SO VERY COLD!

BUT, BEFORE CLOAK CAN FINISH ENGULFING THE THUGS...

CLOAK, *NO! YOU MUSTN'T!* IF YOU TAKE THEM NOW, WITH YOUR HUNGER SO GREAT UPON YOU--

--YOU'LL *NEVER* RELEASE THEM!

I STILL HAVE A LITTLE LIGHT LEFT! TAKE MINE!

NO! STAY BACK! I'LL LET THEM GO-- BUT DON'T SACRIFICE ALL YOUR LIGHT TO SAVE ME, DAGGER!

DAGGER? THAT'S *HER!*

DAGGER!

SO *THAT* IS DAGGER!

DAGGER, COME WITH ME!

WHAT?! SPIDER!

GRAB THE SNOW QUEEN-- IT'S THE ONLY WAY TO GET CLOAK TO LAY OFF US!

WHAT'S THE BLACK CAT DOING HERE? AND WHY IS MY SPIDER-SENSE SUDDENLY TINGLING MORE STRONGLY?

DAGGER, LOOK OUT! YOU'RE IN--

EEEEEEEEEEEE

--DANGER!

KA-THOOM!

SILVERMANE!

BUT YOU'RE *DEAD!* HOW--?!

EVEN IF THE GLEAMING BIONIC FORM HAD THE ABILITY TO RESPOND--AND THE INCLINATION--THERE WOULDN'T BE TIME, AS--

SILVERMANE?! HE MUST BE BACK IN THE RACKETS--AND AFTER OUR DRUG SHIPMENT! STOP HIM!

CAREFUL, THOUGH HE LOOKS DANGER--

--OOF!

SILVERMANE! SOMEHOW HE MUST BE THE CAUSE OF DAGGER'S POWER DRAIN! WE MUST STOP HIM, SPIDER-MAN!

I TRIED ONCE AND ALMOST GOT KILLED FOR MY TROUBLES! ANY SUGGESTIONS?

WHILE YOU'RE BUSY MAKING PLANS HE COULD KILL THAT GIRL! I'M GOING TO *TAKE* HIM!

CAREFUL! DAGGER MUST NOT BE HARMED!

CAT, NO! YOU *PROMISED* YOU WOULDN'T TACKLE HIM ALONE!

PROMISES ARE MADE TO BE BROKEN, LOVER.

YOU OUGHT TO KNOW *THAT!*

STAND BACK, BOTH OF YOU! I SENSE THAT THIS COLD METALLIC MONSTER SEEKS DAGGER'S LIGHT!

IF YOU PROVOKE HIM, HE MIGHT SOMEHOW DRAIN HER OF HER VERY LIFE!

LET ME CONFRONT HIM!

PERHAPS I CAN USE MY CAPE TO CONFOUND--THEN CAPTURE HIM!

WHILE, WATCHING THIS TABLEAU FROM HIS HIDDEN VANTAGE POINT...

AH, I SUSPECTED THERE WAS MORE HERE THAN A SIMPLE DRUG OPERATION.

IF THE "CORPSE" OF SILVERMANE CAN HOLD THESE SUPER-POWERED BEINGS AT BAY--

--THINK WHAT HE MIGHT ACHIEVE UNDER *MY* INFLUENCE!

DAGGER SEEMS TO BE THE KEY! GET HER FOR ME!

ER... SURE, BOSS!

I DON'T LIKE THIS, JOHNSTON!

ME NEITHER, VARLEY-- BUT WE CAN'T DISOBEY THE ROSE! C'MON!

HMM. ADMIRABLE CONTROL THE ROSE HAS OVER HIS UNDERLINGS. I MUST MENTION IT TO THE KINGPIN!

BUT TO THE BUSINESS AT HAND!

I AM BEGINNING TO GLEAN THE NATURE OF DAGGER'S POWER--

--AND UNLESS I AM MISTAKEN, SHE MAY BE THE... ANSWER TO MORE THAN JUST THE DIFFICULTY WITH SILVERMANE!

SHE MAY BE THE SOLUTION TO THE AFFLICTION WHICH AFFECTS THE KINGPIN'S WIFE! I MUST CONTACT HIM--SEE IF THIS REVELATION CHANGES HIS WISH THAT I NOT INTERFERE!

THE ROSE'S MEN--ARE THEY ATTACKING THE CAT...?

GET HER, JOHNSTON!

CAT, LOOK, OUT!

SPIDER--WHAT--?!

THINKING THE ROSE'S HENCHMEN MEAN TO HARM HIS LADY-LOVE, SPIDER-MAN LEAPS TO INTERCEPT THEM...

BUT...

YOWF!

WHAM!

OF ALL THE ROTTEN LUCK! I CAN'T BELIEVE I HIT *YOU*, TOO!

SORRY, CAT! I MUST BE EVEN MORE TIRED THAN I THOUGHT!

NEVER MIND THAT NOW-- WE'VE GOT TO HELP DAGGER! LOOK!

CLOAK IS TRYING TO FREE HER FROM SILVERMANE'S GRIP!

IN A MOMENT, A BIZARRE TUG OF WAR ENSUES, AS ALL CONCERNED STRIVE TO POSSESS THE STRUGGLING GIRL!

LET HER GO!

YEAH! WE'VE GOT HER, SPIDER!

OH, NO! PLEASE! THIS IS TORTURE!

RELEASE HER, YOU FOOLS! I HAVE HER!

SUDDENLY, SWOOPING DOWN FROM HIS PERCH, THE ANSWER STRIKES!

NO! THE GIRL IS MINE!

AS I PREDICTED --THE KINGPIN INSTRUCTED ME TO BRING HIM DAGGER IMMEDIATELY -- REGARDLESS OF THE CONSEQUENCES!

THE ANSWER! GOT TO SNARE HIM WITH MY WEBBING!

PWIP

NO! HE'S FLOWN TOO FAR AWAY!

WE GOT NO CHANCE AT THE GIRL, NOW! BUT, WE CAN'T GO BACK TO THE ROSE EMPTY HANDED!

YEAH, LET'S GRAB THE HEROIN AND SPLIT!

FOUL FELONS! CAN YOU THINK OF NAUGHT BUT YOUR FILTHY DRUGS AT A TIME LIKE THIS?

I MUST PURSUE DAGGER! BUT DESPITE THE ENERGY SHE GAVE ME, I WILL NEED STILL *MORE* LIGHT TO SUSTAIN ME AS I TRAVEL THROUGH THE DARK DIMENSION--

--YOUR LIGHT!

BUT WAIT, EVEN AS I ENFOLD THEM IN MY CAPE, SILVERMANE ENTERS MY DARK-NESS AS WELL!

BUT WHY--? WHAT POSSIBLE REASON--?

NO MATTER! I WILL TAKE HIM--AND *HIS* LIGHT AS WELL!

CAN'T LET THEM LEAVE US HIGH AND DRY--GOT TO TRY AND GET A SPIDER-TRACER ON SILVERMANE BEFORE THEY'RE--

--GONE! *BLAST*, I WAS A SPLIT-SECOND TOO LATE!

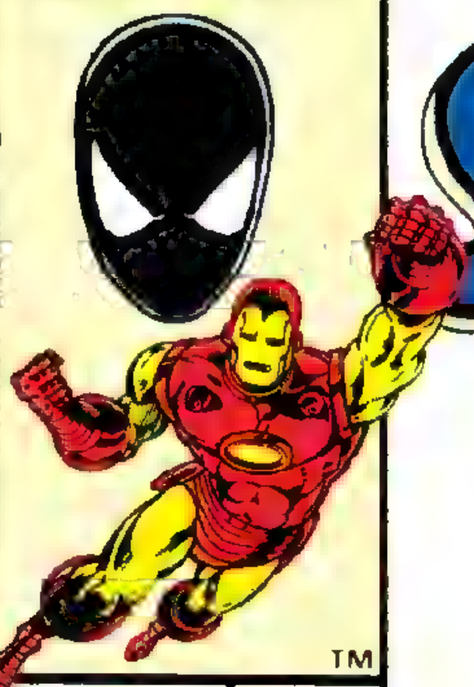
NOW I'VE LOST THEM--

--AND *DAGGER!*

AND THE CITY WILL PAY FOR MY MISTAKE!

NEXT: THE FINAL ANSWER!

MARVEL®



TM

60¢
145
SEPT
02147

APPROVED BY THE COMICS CODE AUTHORITY

© 1984 MARVEL COMICS GROUP

MARVEL TEAM-UP®

SPIDER-MAN®

AND

IRON MAN®

HI, KIDS! MY NAME'S *BLACKLASH!*

I'M MEAN...

I'M CRAZY...

...AND I'M COMING TO *YOUR* HOUSE!!

Greg/Bob—

Stan Lee PRESENTS: SPIDER-MAN™ AND IRON MAN!™

TONY ISABELLA WRITER | GREG LAROCQUE PENCILER | MIKE ESPOSITO INKER | DIANA ALBERS LETTERER | BOB SHAREN COLORIST | DANNY FINGEROTH EDITOR | JIM SHOOTER CHIEF

DO NOT BE MISLED BY THE EBON-SUITED FIGURE YOU SEE LEAPING FROM VEHICLE TO VEHICLE AS HE STRIVES TO CATCH A PLANE LEAVING, IN MERE MINUTES, FROM NEW YORK'S LAGUARDIA AIRPORT...

I LOVE NEW YORK!

SO WHY AM I GOING TO CLEVELAND?!

BE IMPRESSED, IF YOU WILL, BY HIS UNIQUE MANNER OF LOCOMOTION, SO IN CONTRAST TO THE LEADEN PROGRESSION OF THE TRAFFIC IN THE CLOGGED ROADWAY. BUT DO NOT BE MISLED.

RID

KILLS PESTS

DEBBY

FOR THOUGH HE IS A MIGHTY SUPER-HERO, **SPIDER-MAN** BY NAME AND NATURE...

THIS IS **NOT** A STORY ABOUT SUPER-HEROES.

NO, THIS IS A STORY, AN EXAMINATION, IF YOU WILL, OF THE SUPER-HERO'S OPPOSITE NUMBER...

...THE SUPER-VILLAIN.

WHOOPS! ALMOST MISSED MY EXIT!

THINK I'LL LET MY FRIENDLY NEIGHBORHOOD TRANSIT AUTHORITY TAKE ME THE REST OF THE WAY.

THE TYPICAL PETER PARKER LUCK IS IN FINE FORM TODAY. I'M GONNA MAKE MY FLIGHT AFTER ALL!

SHEESH! SENT TO CLEVELAND BY THE DAILY BUGLE! HOW WAS I TO KNOW THE COMPOSING ROOM WOULD RUN *THAT* PHOTO OF JAMESON?

I MEAN, HE'S *THEIR* PUBLISHER, TOO!

YOU'RE CONFUSED. DESPITE THE DISCLAIMER, YOU'RE NOW LOOKING AT YET **ANOTHER** SUPER-HERO--THE INVINCIBLE IRON MAN--AND HIS PARTNER, MORLEY ERWIN...

CALM DOWN, MORLEY.

EVEN THOUGH WE HAD TO GO BACK FOR THOSE NOTES YOU FORGOT, WE'LL MAKE OUR FLIGHT. NO SWEAT.

HEY, AS LONG AS WE DON'T HAVE TO TRAVEL ALL THE WAY THERE *THIS* WAY, I'LL BE FINE!

REST ASSURED, ALL OF THESE INDIVIDUALS WILL HAVE A PART TO PLAY IN OUR STUDY OF THE SUPER-VILLAIN...

...OR MORE PRECISELY, **A** SUPER-VILLAIN.

LIGHTEN UP, PARKER. AT LEAST THE CONVENTION ITSELF SHOULD BE INTERESTING.

SEE, MORLEY--WE MADE IT.

I'M JUST A LITTLE NERVOUS, JIM.

THE CONVENTION WILL OFFER A FINE OPPORTUNITY TO MAKE IMPORTANT CONTACTS FOR OUR BUDDING ELECTRONICS COMPANY, JIM--

--WHICH IS A LUCKY THING. OUR TRIP BACK HERE TO NEW YORK FROM OUR NEW CALIFORNIA BASE WAS A REAL *BUST* IN THAT DEPARTMENT!

THE PLAYERS FROM BOTH COASTS ARE IN MOTION. NEXT STOP...

...THE MIDWEST.

HOMETOWN BOY

26th ANNUAL CONVENTION OF ELECTRONICS ENGINEERS AND INNOVATORS CLEVELAND, OHIO

EH? MY SPIDER-SENSE SUDDENLY STARTED TINGLING! BUT WHAT KIND OF DANGER COULD BE SETTING IT OFF?

I HAVEN'T SEEN SO MUCH AS A *PICKPOCKET* WORKING THIS CROWD!

BLAST!

I WAS HOPIN' TO MAKE A FEW CONTACTS HERE, MAYBE EVEN SCORE AN ENGINEERING OR DESIGN JOB WITH SOME OUTFIT...

BUT EVEN THE SUITS WHO *DON'T* KNOW I HAVE A RECORD WON'T GIVE ME THE TIME A' DAY!

THE JERKS!

AS *BLACKLASH*, I COULD TEAR THIS JOINT APART AND DUMP THE PIECES ON THEIR SMUG LITTLE HEADS!

DANGEROUS THOUGHTS, DANGEROUS EMOTIONS...FROM A VERY DANGEROUS MAN, WHO IS...

...THE SUBJECT OF OUR STORY.

WHAT'S THE USE OF TRYIN'? BLACK-LASH OR MARK SCARLOTTI--

--NOBODY'S GONNA GIVE ME A *BREAK!*

NOW *THAT'S* WEIRD--THE BUZZING IS ALREADY WANING! WHAT WAS IT WARNING ME OF... THE ONE-MINUTE MENACE?!

IT'S TIMES LIKE THIS I WISH THE OL' SPIDER-SENSE WAS JUST A SMIDGEN MORE SPECIFIC!

LOST IN THE DISTANCE, HIS RAGE SUBSIDING AS SUDDENLY AS IT ERUPTED, SCARLOTTI MOVES FURTHER FROM A CONFUSED PETER PARKER...

I THOUGHT I COULD HOOK UP WITH THE CINCY BRANCH OF STANE INTERNATIONAL. I WORKED THERE WHEN IT WAS STILL OWNED BY TONY STARK.

BUT THE CREEPS I USED TO WORK WITH WARNED THE NEW BOSSES ABOUT ME.

THEIR LOSS. I'M JUST AS HOT A SCIENTIST AS ANYBODY ELSE AT THIS FLASHY SHINDIG.

ALL I NEED IS A LOUSY CHANCE TO PROVE IT!

WELL, WELL, THE RUBBERNECKS GATHER.

MAYBE I SHOULD TAKE A LOOK-SEE...

MAKE SOME ROOM, FELLA. YOU AIN'T THE ONLY ONE IN THE AUDI ≡GULP≡

OHMIGOD...WHAT'S *HE* DOIN' HERE?

HAIRBALL.

CLOD.

AH...HI THERE. I'M...ER... DELIGHTED TO WELCOME YOU TO THIS EXHIBITION ON BEHALF OF MYSELF AND MY PARTNER...

"I DON'T BELIEVE IT! *IRON MAN* SHILLIN' FOR SOME DINKY LITTLE SILICON VALLEY DESIGN OUTFIT! GUESS I AIN'T THE *ONLY* HOT SHOT AROUND HERE WHO'S SEEN BETTER DAYS!

"AT LEAST HE DOESN'T RECOGNIZE ME.

"YEAH, OL' TIN-BRITCHES SCREWED UP THOSE BETTER DAYS FOR ME... GOING BACK TO MY FIRST WEEKS WITH THE MAGGIA. I WAS CALLED *WHIPLASH* THEN!

"EVEN WHEN I IMPROVED MY WEAPONS AND CHANGED MY TAG TO BLACKLASH, HE KEPT GETTIN' IN MY *WAY!*

BUT THE LAST TIME WE FOUGHT WAS THE ABSOLUTE *WORST!*

HE BEAT ME--*BAD*--AND DUMPED ME ON THE MOB LIKE A BLASTED SACK OF POTATOES!

THEY WROTE ME OFF ON THE SPOT!

THIS COULD BE MY CHANCE TO GET RIGHT WITH THE MAGGIA! THE *LAST* THING GOLDEN BOY THERE IS EXPECTIN' HERE IN CLEVELAND IS AN ATTACK BY ONE OF HIS OLD ENEMIES!

YEAH... TRASHIN' IRON MAN COULD PUT ME IN SOLID WITH THE BIG BOYS AGAIN. EXCEPT FOR ONE THING...

I COULD BE THE TRASHEE.

CLEVELAND CONVENTION CENTER

Cleveland THE SUPER CI

WHO AM I KIDDIN'? IRON MAN'S CLOBBERED ME EVERY TIME WE'VE FOUGHT! I JUST AIN'T IN HIS *LEAGUE!*

WHAT A *DUMB* IDEA.

TIME TO CALL IT A DAY--TOO TIRED TO GLAD-HAND A BUNCH OF STIFFS WHO WON'T GIVE ME A JOB ANYWAY.

I'LL GO SEE IF ANYTHING'S SHAKIN' OVER IN LITTLE ITALY. MAYBE I'LL TRY MY LUCK HERE AGAIN TOMORROW.

MAYBE I WON'T.

"YEAH, SO WHAT? BIG DEAL CONVENTION. WHO CARES?

PARKER...I WANT YOU TO MEET *LAWRENCE EIBEN* HE'LL BE RECEIVING THIS YEAR'S SPECIAL AWARD.

THE COMPUTER EXPERT WHO HELPED BREAK UP THAT MAGGIA *"HACKING"* RING, RIGHT? IT'S A REAL PLEASURE, SIR.

THANK YOU, YOUNG MAN.

BUT I'M HARDLY THE HERO I'M MADE TO APPEAR. MY CONCERN ABOUT *DATA THEFT* NATURALLY LED ME TO ASSIST OUR GOVERNMENT IN THE MATTER.

AND, NEARBY...

I'M REALLY SORRY, JIM. BUT WE CAN'T AFFORD TO REFUSE THE HEAD OF A MAJOR MANUFACTURING CONCERN WHO WANTS TO MEET OUR "SPOKESMAN."

GREAT! THIS CITY'S GOT SOME OF THE MIDWEST'S BEST JAZZ CLUBS, AND I'VE GOT TO PLAY "IRON MAN" ALL NIGHT.

JIM RHODES IS DEPRESSED.

BOY, SOME TRIUMPHANT RETURN THIS TURNED OUT TO BE! MY FIRST TIME BACK SINCE COLLEGE ... AND DO I RETURN THE HOMETOWN HERO?

NAW... I COME BACK THE EX-CONVICT SO TAPPED OUT HE'S GOT TO TAKE THE BLASTED *BUS* EVERYWHERE!

I THOUGHT COMIN' BACK TO WHERE I STARTED WOULD GET MY LIFE GOIN' IN A WHOLE NEW DIRECTION. WOTTA LAUGH!

NOBODY'S GOT ANY USE FOR ME--

--NOT EVEN MY OWN *PARENTS!*

SCARLOTTI BAKERY
FINE BREADS AND PASTERIES

I GOTTA TRY AGAIN.

MAYBE *THIS* TIME...

MOM?

PLEASE, DEAR GOD, DON'T MAKE ME GO THROUGH THIS AGAIN!

HOW MANY *TIMES* DO I HAVE TO BREAK MY SON'S HEART?

YOU KNOW YOU SHOULDN'T BE HERE. YOUR FATHER...

YOUR FATHER WANTS NOTHING TO DO WITH YOU.

HE WON'T EVEN *TALK* ABOUT YOU.

YOU'RE ALL I GOT, MOM! CAN'T YOU DO SOMETHING?

CAN'T YOU GET HIM TO GIVE ME A *CHANCE*?

A *CHANCE*? LIKE WHEN THAT MAN WORKED HIMSELF HALF TO DEATH TO SEND YOU TO THAT COLLEGE? HE WAS-- *WE* WERE--SO PROUD OF YOUR GRADUATING WITH TOP HONORS.

WE DIDN'T KNOW ABOUT THE "*FRIENDS*" YOU MADE THERE.

THE PLAIN DEAL

LOCAL BOY NABBED AS SUPER-VILL

NOT UNTIL WE READ THE PAPERS.

I--I WAS EVERYTHING TO THESE PEOPLE--

--AND ALL I'VE DONE IS *HURT* THEM!

MOM, I'M SOR...

NO!

PLEASE, MARK. YOU HAVE TO LEAVE.

YOUR FATHER WILL BE BACK SOON.

YOU'RE TURNING ME AWAY!

YOU'RE TURNING AWAY YOUR OWN SON!

MARK...

TO *BLAZES* WITH POP...

TO BLAZES WITH EVERYTHING...

WELL, *THAT* WENT REAL WELL. I GOTTA FIND SOMETHING--ANYTHING--TO DO, OR I'LL GO NUTS!

MAYBE I SHOULD GIVE MY *BLACKLASH* STUFF A SYSTEMS CHECK... JUST IN CASE THE MAGGIA CALLS ME FOR A JOB.

RIGHT.

MAYBE A FEW BEERS'LL CLEAR MY HEAD.

WRONG MOVE.

HEY...IT'S THE BIG, BAD SUPER-VILLAIN!

WHATCHA DOIN', PUNKO? HIDIN' FROM *IRON MAN?*

OR ARE THE *GIRL SCOUTS* AFTER YA NOW?

COME ON... GIVE 'EM A BREAK.

MAYBE *I* SHOULD DO THE BREAKIN', RUSTY...

ANY TIME, SCARLOTTI.

RELAX, YOU GUYS. BILLY, A COUPLE A' BEERS FOR MY OL' HIGH SCHOOL BUDDY AND ME

LET'S GRAB A TABLE, MARK.

DON'T LET THOSE CLOWNS SPOOK YOU, BUDDY. YOU'RE GONNA GET IT TOGETHER.

ALL YOU GOTTA DO IS LEARN TO CONTROL THAT TEMPER OF YOURS!

YEAH...EVERYBODY KNOWS WHAT'S ***BEST*** FOR ME. YOU... MY FOLKS... EVEN THE PRISON SHRINKS...

THEY SAID I WAS MANIC-DEPRESSIVE--GOING FROM FEELING LIKE I WAS KING OF THE WORLD TO SO LOW I WANTED TO DIE!

PUT ***THEM*** IN A CELL AND SEE HOW MUCH FUN THEY ARE!

JERKS.

THEY WERE JUST TRYIN' TO ***HELP!*** LOOK, I GOTTA GET TO WORK... BUT COME TO DINNER TOMORROW. MY BOSS'LL BE THERE, TOO.

MAYBE YOU CAN GET A JOB WITH THE AGENCY.

ME? A SECURITY GUARD? DREAM ON, RUSTY.

BUT THANKS ANYWAY.

TOMORROW, MARK.

MARIE'S A ***GREAT*** COOK.

WHAT A ZERO! PROBABLY JUST THE KIND OF GUY HIS PARENTS ALWAYS ***WANTED*** HIM TO BE!

BLAST HIM.

HEY, SCARLOTTI...

WE DIDN'T HASSLE YOU BEFORE ON ACCOUNT A' RUSTY! BUT ***NOW***, CREEP...

WE WANT YOU ***GONE!***

HUH?

YOU ***HEARD*** 'IM, MEATBALL!

EAT DIRT AND ***DIE***, MORONS!

I'LL LEAVE AS SOON AS I'VE FINISHED MY BEER--

--AND NOT A MINUTE ***BEFORE!***

GOT A ***FLASH*** FOR YOU SPORT...

YOU ***ARE*** FINISHED!

I DON'T BELIEVE THIS IS HAPPENIN'!

HAW! WHATTA WAY YOU GOT WITH WORDS, PHIL!

"YOU ***ARE*** FINISHED!"

YEAH... MAYBE I AM.

A FEW MONTHS AGO, I WAS ON THE *TOP* OF THE HEAP. BLACKLASH WAS THE MAN. I HAD MONEY, DAMES, THE WORKS. NOW LOOK AT ME--

--CHASED OUT OF A CHEESY NEIGHBORHOOD BAR BY A BUNCH OF TOUGH GUYS!

HOW IN BLAZES DID I SINK SO *LOW*?

MY FAMILY'S DISOWNED ME... I CAN'T GET A JOB IN ELECTRONICS OR ANYWHERE... AND MY ONLY FRIEND IS A ZERO WHO FEELS *SORRY* FOR ME.

I *AM* FINISHED.

BREATHING'S JUST AN UNPLEASANT TECHNICALITY AT THIS POINT--

--AND I CAN DO SOMETHING ABOUT *THAT*.

HEY!

YOU'RE *SCARLOTTI*, RIGHT?

WHO--?

COME *ON*, SUNSHINE. I AIN'T GOT ALL DAY. PARKIN' IN THIS NEIGHBORHOOD IS BAD FOR MY CAR'S FINISH.

ARE YOU SCARLOTTI OR AIN'T YOU?

'CAUSE IF YOU *ARE* THIS SCARLOTTI DUDE...

...SOME PEOPLE I KNOW HAVE A LITTLE JOB FOR YA!

I'M SCARLOTTI.

THEN YOU'RE THE ONE THE *MAGGIA* WANTS!

I USED TO HAVE ONE OF THESE BABIES MYSELF.

HECK, I HAD *THREE* OF 'EM!

NOW LET'S TALK BUSINESS!

TWENTY MINUTES LATER...

WHRRRRRRRRRRR

WHAT THE HECK IS THAT--?

WHAKRASH!

TH-THE WALL--!

THE MEATBALL'S BACK, BOYS. EXCEPT *NOW* YOU CAN ALL CALL ME--

BLACKLASH!

MAYBE EVEN "*MISTER* BLACKLASH, SIR"...

NOT THAT IT'LL HELP YOU ANY.

I'M STILL GONNA TURN MY CYBERNETIC WHIP INTO A PAIR OF ELECTRIC NUNCHAKAS--

--AND RIP THIS PLACE TO SHREDS!

HE'S CRAZY! SOMEBODY CALL THE COPS!

THE COPS?!

YOU THINK THE *BLUES* CAN DO ANYTHING AGAINST POWER LIKE--

--THIS!

SHA-BOOM!

POOM! POOM!

HUH? OH...

NICE SHOOTING, BILLY.

BUT THE STEEL MESH IN MY COSTUME HANDLES A LOT WORSE THAN *THAT!*

NOW, WHAT'S GONNA HELP *YOU* IF I DECIDE TO TAKE OFF YOUR *HAND* WITH MY WHIP?

OWWW!

GET THIS STRAIGHT, MAN: BLACKLASH IS *BACK*--

--AND NOBODY'S PUSHIN' ME AROUND *AGAIN!*

KRAK!

DUSTIN' SOME COMPUTER WHIZ THAT CROSSED THE MOB IS JUST FOR *STARTERS!*

KRAK!

NEXT, I'M GONNA SETTLE MY ACCOUNT WITH *IRON MAN*--

KRAK!

KRAK!

--AND ANYBODY *ELSE* WHO EVER DUMPED ON ME!

"I'M GONNA SHOW MY OL' HOME TOWN WHAT IT'S ALL ABOUT!"

TOOK THE KIDS TO SEE THE NEW DINOSAUR AT THE MUSEUM LAST WEEK...

YOUNGEST THOUGHT IT WAS A NAKED GODZILLA!

CLEVELAND CONVENTION CENTER

26th ANNUAL CONVENTION OF ELECTR ENGINE

HAW! COME ON, LET'S GO TO THE STADIUM AND GET OUR TICKETS FOR "HATE-THE-YANKEES" NIGHT!

THIS IS A PIECE OF CAKE! WHO CARES IF I GOT THE JOB 'CAUSE THE MAGGIA'S FIRST CHOICE GOT PICKED UP IN PHILLY?

THIS WILL *STILL* PUT ME IN SOLID WITH THE BIG BOYS AGAIN.

HMM... AND THE BIG *GIRLS*, TOO.

THIS AWARD IS BEING GIVEN TO DR. EIBEN NOT MERELY FOR HIS MANY INNOVATIONS IN THE FIELD OF COMPUTER SCIENCE, BUT, MORE IMPORTANTLY, HIS APPLYING THOSE DEVELOPMENTS TO THE NATIONAL GOOD--

--EVEN AT RISK TO HIS OWN SAFETY!

SPEED IT UP, HARRY. I'M A DECENT SCIENTIST, BUT I'M NOT ALBERT EINSTEIN.

BESIDES... MY FEET HURT!

WHAT CRUMMY SECURITY! I COULD HIT THIS GUY IN MY SLEEP!

NO GUARD ON THE STAGE DOOR AND NOTHING BETWEEN ME AND EIBEN EXCEPT...

OH, NO--

"--*RUSTY!*"

GENTLEMEN, I GIVE YOU DR. LAWRENCE EIBEN.

KEEP IT SHORT, LARRY. WE'RE RUNNING OVER.

WHY AM I NOT SURPRISED...?

I'M KINDA GLAD JAMESON GOT TICKED AT ME. THIS CONVENTION HAS BEEN PRETTY INTERESTING.

BUT THE *PHOTOS* I'M TAKING ARE STRICTLY SUNDAY MORNING FILLER!

I HADN'T COUNTED ON THIS! RUSTY MAY BE A ZERO, BUT HE NEVER DUMPED ON ME LIKE THE OTHERS!

I *KNOW* HIM-- HE'LL TRY TO STOP ME AND I'LL HAVE TO STOP HIM BACK!

GOTTA FIGURE THIS OUT...

FREEZE IT RIGHT THERE, MISTER!

THAT SETTLES THAT...

EEYOW!

AT LEAST *YOU* CALLED ME "MISTER."

AND SINCE YOU'RE SO RESPECT-FUL--

--I'LL FIND YOU A *SOFT* LANDING PLACE!

=WHUF!=

BLACKLASH? IN CLEVELAND?

=OOF!=

BLAST!

MARK! DON'T MAKE ME SHOOT YOU!

ARRGH!

SZZZK!

YOU NEVER HAD *THAT* OPTION, OLD BUDDY. HAVE A GOOD SNOOZE!

NOW IT'S *YOUR* TURN, EIBEN. BUT FOR YOU--

--I *REALLY* TURN UP THE JUICE ON MY NECROLASH!

GUESS AGAIN, PONYTAIL!

WHO--?

ME.

WHAM!

GOOD! ALL THE RUCKUS BROUGHT SHELL-HEAD HERE ON THE DOUBLE! BUT I'D STILL BETTER SLIP AWAY AND SWITCH TO SPIDEY LIKE I WAS GOING TO.

NEVER HURTS TO HAVE A BACK-UP...

IMPRESSIVE...YOU'RE STILL AWAKE. GUESS I HAVE TO GIVE YOU A CHANCE TO SURRENDER. GONNA *TAKE* IT?

HE'S FORGOTTEN THAT MY COSTUME CAN ABSORB THE FORCE OF HIS PUNCH--?

IF HE'S SLIPPED *THAT* BADLY--

--MAYBE I CAN NAIL HIM WITH--

NOT GIVIN' UP, HUH?

K-CHAK!

--*THIS* OLD STAND-BY!

I DON'T BELIEVE THIS JERK! HE DIDN'T EVEN TRY TO DODGE MY LASH! DOESN'T HE *REMEMBER* THAT I CAN CYBERNETICALLY RELEASE IT FROM MY WHIP HANDLE, TRIGGERIN' A BUILT-IN AND SOUPED-UP--

BLIK!

SPIZZ

SPZZ

SPZZT

"--CONCUSSION CHARGE!"

PHU-

POW!!

RHODEY'S DOWN--AND DAZED, FROM THE LOOK OF THINGS.

MAYBE I CAN RADIO TO HIS HELMET'S FREQUENCY...

JIM... JIM! CAN YOU HEAR ME? CAN YOU--? I'VE NOTICED SOMETHING CRUCIAL!

CRACKLE! BUZZ!

BLAST! HE'S STILL DIS-ORIENTED--AND THERE'S BAD STATIC, TOO! I DON'T KNOW IF HE *CAN* HEAR ME!

BUT WHILE MORELY FRANTICALLY TRIES TO GET THROUGH TO HIS PARTNER...

IRON MAN'S SUDDENLY IN BIG TROUBLE--

--WHICH MEANS I CAN'T BE DAWDLING ANY LONGER!

SO I'LL JUST CONCENTRATE AND--

-- MENTALLY COMMAND MY CLOTHES TO SHIFT INTO MY NEW QUICK-CHANGING COSTUME!

AND NOW...

HIYA, LASH! SORRY TO BUST UP YOUR LITTLE PARTY.

STAND STILL WHILE I PUT YOU UNDER WRAPS, OKAY?

SPIDER-MAN? *HERE?!*

PWIP!

PWIP!

NICE TRY, JUNIOR. BUT I CAN ORDER MY WHIP TO SPIN SO *FAST*--

--IT'LL BLOW THAT STUFF RIGHT *BACK* AT YOU!

YOWP!

I'VE GOT TO HURL MY BO-LASH *FAST* --WHILE SPIDER-MAN IS BUSY DODGING HIS WEBBING--

--AND BRING THAT JOKER *DOWN!*

GOTTA GET AWAY FROM MY WEB-STUFF BEFORE-- *NO!*

INCREDIBLE! BLACKLASH TIMED THAT WHOLE MANEUVER PERFECTLY!

THE WHOLE THING TOOK HIM LESS THAN A SECOND!

STRUGGLE ALL YOU WANT, PAL. THOSE BOLAS ARE GENERATIN' A *HEAVY GRAVITY FIELD* THAT ONCE NAILED YOUR TIN BUDDY TO THE *PAVEMENT*--

--AND THAT WAS *BEFORE* I IMPROVED IT!

NOW TO GET BACK TO *BUSINESS!*

SPIDER-SENSE WENT OFF-- BUT I THOUGHT IT WAS JUST TO WARN ME OF MY OWN WEB-BING... DIDN'T REALIZE HE WAS HURLING A WEAPON AT ME AT THE SAME TIME. HE'S GOT ME!

I CAN BARELY MOVE! AND THOSE SECURITY GUARDS HAVEN'T BEEN ABLE TO GET EIBEN TO SAFETY YET!

GOTTA... KEEP... TRYING!

SUDDENLY...

YOU BOUGHT ME TIME TO REGAIN MY BEAR-INGS, WEBS. NOW IT'S MY TURN TO SAVE *YOUR* HASH!

SUCK ON THIS UNI-BEAM BLAST, PONYTAIL!

CHUMF!

UNNGFF!

THAT OUGHTTA KEEP HIM QUIET FOR A BIT! ≡UHN≡ LONG ENOUGH FOR ME TO HELP YOU OUTTA THIS GRAVITY FIELD.

≡MOANN≡

≡UHN≡...THIS AIN'T AS EASY AS IT LOOKS!

TELL ME ≡GASP≡ ABOUT IT!

WORK WITH ME. WE'LL GET YOU LOOSE...

...I HOPE.

BLAST! EIBEN GOT AWAY!

I BLEW IT AGAIN!

SPIZZ

SKIZZ

BUT I CAN STILL SALVAGE *SOMETHING* OUTTA THIS MESS!

I CAN CHANNEL ALL THE POWER FROM MY ENERGY GAUNTLETS INTO MY *NECRO-LASH*, HIDDEN INSIDE ONE OF THEM--

--AND THAT'S ENOUGH RAW *FORCE*--

WE GOT IT BEAT, SPIDEY!

IRON MAN! BEHIND YOU!

--TO SLICE IRON MAN INTO PAPER CLIPS!

KA CHAK!

HE'S ACTUALLY... CHIPPING AWAY AT SHELL-HEAD'S ARMOR!

AND I'M..STILL TOO WEAK FROM THAT HEAVY-GRAVITY FIELD...TO DO MUCH ...BUT I'VE GOT TO DISTRACT HIM FROM IRON MAN!

YOU CLOWNS WRECKED MY LAST CHANCE TO GET BACK IN WITH THE MAGGIA!

YOU AIN'T WALKIN' *AWAY* FROM THAT!

OH, NO?

THRAK

JIM! I'VE SPOTTED SOMETHING-- THOSE GAUNTLETS-- THEY'RE GIVING OFF SPARKS!

SO MUCH STATIC! HE CAN HARDLY HEAR ME!

CRACKLE

BUZZ

NO! YOU AIN'T GONNA DO NOTHIN' BUT *DIE!*

SPATZ

SHIZZ

ZZAZZ

HIS *GLOVES*, JIM! THEY APPEAR TO BE MALFUNCTIONING! CONCENTRATE ON *THEM!*

NOW I HEAR YA, MORLEY! THANKS.

CAN BARELY... STAND. BUT WE'VE GOT TO PUT THIS LUNATIC AWAY... BEFORE HE DOES ANY MORE DAMAGE...!

I'VE GOT... ONE GOOD SHOT LEFT IN ME.

AND IF THE GLOVES ARE HIS WEAK SPOT...

NOW!

FRZZZK!

WITH PINPOINT ACCURACY, IRON-MAN'S UNI-BEAM LASER BURSTS FORTH FROM THE MIGHTY ARMOR CREATED BY ANTHONY STARK, AND--

MY GAUNTLETS!

THEY'VE BEEN RUINED BY HIS LASER!

SPIZZ!

SZZAK!

FINISH HIM, WEBHEAD!

JUDGING FROM THAT HORRIFIED LOOK ON YOUR PUSS AS YOU STARE AT YOUR POOR LITTLE FINGERS...

...YOUR COSTUME *IS* YOUR POWER.

HOPE YOU DON'T CATCH *COLDS* EASILY!

RIIIPPP!!!

NO!

IT'S HAPPENING AGAIN!

AGAIN!

AGAIN!

HUH?!

SPIDER-MAN?

WHY WASTE YOUR TIME ON ME?

I'M A ZERO!

I'M *NOTHING!*

THIS ISN'T SOMETHING *WE* CAN HANDLE, IRON MAN.

WE BETTER WAIT HERE UNTIL THEY COME FOR HIM.

OUR STUDY OF THE UNFORTUNATE MARK SCARLOTTI NOW NEARS ITS CLOSE.

DRAW WHAT CONCLUSIONS FROM IT YOU WILL.

CLEVELAND JUSTICE CENTER

YOU'RE NOT LISTENING TO ME, SCARLOTTI. HUNDREDS OF PEOPLE *SAW* YOU ATTACK DR. EIBEN AND THE OTHERS YESTERDAY.

AND SINCE YOUR IDENTITY AS BLACK-LASH ISN'T EXACTLY A SECRET--

--THERE'S NO WAY WE CAN EVEN *TRY* PRETENDING THAT IT WASN'T YOU!

ON THE OTHER HAND, I'VE GOT YOUR MEDICAL RECORDS FROM RYKER'S ISLAND-- AND YOU'VE GOT A *DEFINITE* HISTORY OF MANIC-DEPRESSIVE PSYCHOSIS.

I THINK WE MAY BE ABLE TO GET YOU A "NOT GUILTY BY REASON OF INSANITY".

GREAT! HOW AM I EVER GONNA GET A JOB IF YOU HANG A "NUTSO" TAG ON ME? PUBLIC DEFENDER, HA!

WHY DIDN'T YOU CALL THAT NEW YORK NUMBER?

I GOT IMPORTANT FRIENDS IN THE BIG APPLE!

YOU CALL 'EM, THEY'LL SEND ME A HOT LAWYER THAT'D MAKE A KID LIKE YOU DROP HIS BRIEFS!

I *DID* CALL THEM, SCARLOTTI.

THEY SAID THEY DON'T *KNOW* YOU--

--AND THAT IF THEY *DID* KNOW YOU, THEY'D FIGURE YOU FOR A LOSER AND LET YOU ROT IN PRISON!

I'M IT--NO "HOT LAWYER" FROM NEW YORK-- JUST ME! IF YOU WORK WITH ME, I'LL DO THE BEST I CAN FOR YOU!

IF NOT, I'D BE GLAD TO GET OFF THE CASE AND LET SOMEBODY *ELSE* HAVE THE GRIEF!

WHAT ABOUT MY MOM?

HAVE YOU CALLED HER YET?

SHE'LL WANT TO COME HERE.

I CALLED *HER*, TOO.

SHE'S NOT COMING.

SHE DOESN'T WANT TO SEE YOU. SHE DOESN'T WANT TO TALK TO YOU. SHE DOESN'T WANT TO HAVE ANYTHING TO DO WITH YOU.

AS FAR AS SHE'S CONCERNED, SHE NEVER *HAD* A SON.

CALL HER, OKAY? TELL HER EVERYTHING'S GONNA BE ALL RIGHT...

TELL HER I'M FINALLY GETTING IT TOGETHER...

THAT'LL MAKE HER HAPPY.

OKAY, MARK. I'LL CALL HER--

--AGAIN.

YEAH.

FIRST THING I GOTTA DO IS HAVE MOM GET ME A NICE SUIT.

MOM LOVES TO SHOP.

GOTTA LOOK GOOD FOR MY JOB INTERVIEWS.

MOM'LL BE SO *PROUD* OF ME.

FIN.

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
256
SEPT
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

INJURED...

HELPLESS...

...AND STALKED BY PUMA!

RF/JR

SPIDER-MAN™

"INTRODUCING... PUMA!"

Stan Lee PRESENTS:
TOM DeFALCO--*WRITER*
RON FRENZ--*PENCILER*
JOSEF RUBINSTEIN--*INKER*
JOE ROSEN--*LETTERER*
CHRISTIE SCHEELE--*COLORS*
DANNY FINGEROTH--*EDITOR*
JIM SHOOTER--*EDITOR IN CHIEF*

HI THERE! I HATE TO BE THE ONE TO BUST UP THIS COZY LITTLE GET-TOGETHER--

--BUT IT'S TIME SOMEBODY REMINDED YOU BOZOS THAT IT'S AGAINST THE LAW TO RECEIVE STOLEN GOODS IN THIS TOWN!

SPIDER-MAN!

OH, NO! IT'S ONLY MY FIRST NIGHT ON THE JOB!

I NEVER EXPECTED TO RUN ACROSS ANYONE LIKE HIM--!

FEAR FLOODS YOUNG FRANKIE SILVERA...

FRANKIE'S AMBITION HAS ALWAYS BEEN TO BECOME A MAN OF RESPECT! A MAN OF PROPERTY!

FWAM!

KWAK!

HE SAW CRIME AS AN EASY WAY TO ATTAIN THOSE GOALS...

...UNTIL NOW!

HE'S SO FAST! SO AGILE --! NOBODY CAN MOVE LIKE THAT!

KEEP BACK! I'M WARNING YOU--!

BLAMM!

HEY! YOU'RE NOT A BAD SHOT--

--BUT, YOU'LL HAVE TO GET A LOT BETTER IF YOU EXPECT TO PLAY IN THE BIG LEAGUES!

PWAP!

ALL RIGHT, WHO WANTS TO BE NEXT ON THE *HIT* PARADE?

UH-OH! THEY'RE CLOSING IN ON ME!

GOTTA CATAPULT MYSELF FORWARD--!

GEE, THAT BOX LOOKS AWFUL HEAVY!

MAYBE YOU AND YOUR BUDDY SHOULD RELAX FOR AN HOUR OR SO!

MEANWHILE, I'LL KEEP THESE GUYS COMPANY!

SWAK!

SWOK!

SWUNK!

REAL PRO-FESSIONAL! WHAT DID YOU CALL YOURSELVES --*FENCES 'R' US*?!

YOU BOYS HAD A SWEET OPERATION HERE! YOU'D BUY STOLEN GOODS FROM THE LOCAL THIEVES--

--AND SHIP THEM TO THIS CENTRAL WAREHOUSE!

MEANWHILE, IN THE RAFTERS...

KLIK! WHRR!

HER REAL NAME IS FELICIA HARDY. HOWEVER, SHE PREFERS TO BE KNOWN AS...THE BLACK CAT!

POSSESSING THE SPEED, GRACE AND AGILITY OF HER COLORFUL NAMESAKE, SHE IS THE TRUE LOVE AND SOMETIME PARTNER OF THE EVER-SPECTACULAR SPIDER-MAN...

RECENTLY,* THANKS TO THE KINGPIN OF CRIME, SHE GAINED ADDITIONAL POWER, POWER SHE DOES NOT YET UNDERSTAND OR CONTROL--

KLIK! WHRR!

--WHICH ALTERS PROBABILITY TO CAUSE BAD LUCK TO STRIKE ANYONE WHO ATTEMPTS TO HARM HER!

*SEE SPECTACULAR SPIDER-MAN #39 FOR DETAILS -- DANNY.

SHE KEEPS THIS LAST POWER A CLOSELY GUARDED SECRET, EVEN FROM THE MAN SHE LOVES...

OH, SPIDER...

...I KNOW YOU SUPPORT YOURSELF BY SELLING PICTURES LIKE THESE TO THE DAILY BUGLE--

KLIK! WHRR!

"--BUT I WISH YOU WOULDN'T HOG ALL THE FUN--

"--FOR YOURSELF!"

KA-

WHAM!

DANGER! BEHIND ME--!

YOU'VE BEEN MAKING US LOOK LIKE FOOLS AND AMATEURS!

WELL, THAT'S GONNA CHANGE--

VWAK!

--NOW!!

I GOT HIM! HE DIDN'T HAVE A CHANCE!

HEY! WHERE'D HE GO--?!

TAKE THREE GUESSES--

--AND CALL ME IN THE MORNING!

NOW, SINCE YOU HAVEN'T LEARNED HOW TO PLAY NICELY WITH THIS TOY--I'LL JUST HAVE TO TAKE IT AWAY!

FWAM!

÷UNN÷

AT LAST! HE'S DOWN--!

THIS IS OUR CHANCE! HE'S GOTTA BE EX-HAUSTED BY NOW!

RUSH HIM!

÷WHEW!÷ DON'T THESE GUYS EVER GIVE UP?!

THEY'VE GOT MY SPIDER SURROUNDED!

I KNOW HE CAN TAKE CARE OF HIMSELF--

-- BUT I'VE BEEN DYING FOR A LITTLE ACTION!

BESIDES, I'LL GO BATTY IF I HAVE TO SNAP ANOTHER PICTURE!

HI, LOVER! HOPE YOU DON'T MIND THE HELPING HAND-- AND FOOT!

NOT AT ALL, CAT! A BEAUTIFUL WOMAN IS A WELCOMED ADDITION TO ANY PARTY!

FLATTERER! YOU REALLY KNOW HOW TO TURN A GIRL'S HEAD!

SKWAK!

PWOK!

LET'S HURRY THIS UP, LOVER! I CAN'T WAIT UNTIL WE'RE ALONE AGAIN!

IS THIS BROAD FOR REAL--?!

SHE ACTS LIKE SHE'S OUT ON A DATE--INSTEAD OF FIGHTING FOR HER LIFE!

SHE'LL SING A DIFFERENT TUNE AFTER I WRAP THIS HUNK OF STEEL AROUND HER PRETTY LITTLE NECK!

BUT THEN--

WHAT THE--?!

TRIPP!

CLUNK!

JUST THEN, FRANKIE SILVERA SEIZES A DISCARDED GUN...

I DON'T BELIEVE IT! RALPH MAC--THAT JERK--ACED HIMSELF!

WELL, I'M NOT GONNA SCREW UP LIKE HIM!

HERE'S WHERE I PROVE TO EVERYBODY THAT FRANKIE SILVERA HAS WHAT IT TAKES--!

ALL I GOTTA DO IS SQUEEZE THE TRIGGER, AND --

BWOOOM

YEOW!

FOR SHAME! DIDN'T YOUR MOTHER EVER TEACH YOU THAT IT WASN'T POLITE TO POINT A GUN AT A LADY?!

MY HAND--! FEELS LIKE IT'S BUSTED!

I'VE GOT NEWS FOR YOU, SWEETHEART--

--THAT'S THE *LEAST* OF YOUR PROBLEMS!

PWAM!

:UNNN:

FELICIA REALLY LACED INTO THAT KID, BUT HE DESERVED IT! SHE COULD HAVE BEEN SERIOUSLY HURT, IF HIS GUN HADN'T MISFIRED!

I WISH SHE'D BE MORE CAREFUL! SHE KNOWS THAT I DON'T APPROVE OF THE WAY SHE RISKS HER LIFE FIGHTING BY MY SIDE, BUT SHE JUST WON'T LISTEN TO REASON!

SPRAYING THE MEN WITH HIS SUPER-ADHESIVE WEBBING, SPIDER-MAN LEAVES THEM FOR THE POLICE...

PWIP

PWIP

MINUTES LATER...

SPIDER, YOU HAVEN'T SAID A WORD SINCE WE LEFT THE WAREHOUSE. IS SOMETHING BOTHERING YOU?

IT'S NOTHING NEW, CAT...

IT'S JUST THAT I THINK YOU'RE TOO FOOLHARDY! YOU TAKE TOO MANY NEEDLESS CHANCES!

LOOK WHO'S TALKING--!

IT'S DIFFERENT FOR ME! I HAVE *REAL* SUPER POWERS--

--PLUS A *SPIDER-SENSE* WHICH WARNS ME OF DANGER! YOU'RE ONLY A HIGHLY TRAINED GYMNAST!

ONLY--?! HEY, I APPRECIATE YOUR CONCERN --IT'S REAL SWEET-- BUT IT ISN'T NECESSARY!

THIS IS ONE CAT WHO KNOWS HOW TO LAND ON HER FEET!

I HOPE SO...

LIGHTEN UP, LOVER!

I WANT TO PARTY!

I HATE TO DISAPPOINT YOU, KID--

--BUT I'M MAKING THIS AN EARLY NIGHT!

I'VE GOTTA GET HOME, AND DEVELOP THESE PICTURES BEFORE MORNING.

OH, POO! YOU CAN BE SUCH A SPOILSPORT AT TIMES-- BUT I KNOW BETTER THAN TO ARGUE WHEN YOU'VE GOT WORK TO DO.

GUESS I'LL JUST HAVE TO SETTLE FOR A GOODNIGHT KISS, INSTEAD.

TRIGGERED BY SPIDER-MAN'S THOUGHTS, HIS COSTUME-- AN AMAZING SOUVENIR FROM A DISTANT PLANET--IMMEDIATELY OPENS A WIDE SEAM AROUND HIS MOUTH, AS ONE KISS TURNS TO MANY...

AND THEN...

POOR SPIDER! I'D LOVE TO TELL HIM ABOUT MY ENHANCED ATHLETIC PROWESS, AND MY BAD LUCK POWERS--

-- BUT HE'D BE IN A REAL PANIC IF HE EVER LEARNED THAT I GOT THEM FROM HIS ENEMY-- THE KINGPIN!

SOMETIME LATER, AS SPIDER-MAN RETURNS TO HIS CHELSEA APARTMENT...

I MUST BE CRAZY!

ONLY A FIRST CLASS NUT WOULD GIVE UP A CHANCE TO GO MESSING AROUND THE ROOFTOPS WITH THE BLACK CAT!

THE DAILY BUGLE COULDN'T POSSIBLY PAY ME ENOUGH FOR THESE PIX TO BE WORTH THAT KIND OF SACRIFICE--!

OH, WELL, NO ONE EVER SAID THAT THE LIFE OF A FREELANCE PHOTOHOUND WOULD BE EASY--

--AND IT'S NOT!

A MENTAL COMMAND CAUSES HIS COSTUME TO MELT AWAY FROM HIS HANDS AND FACE...

YAWN! I'M REALLY WRECKED TONIGHT--BUT THAT SEEMS TO BE THE GENERAL RULE THESE DAYS. I NEVER SEEM TO GET ENOUGH SLEEP. I'M ALWAYS TIRED!

I'D BETTER GET COOKING ON THOSE PHOTOS BEFORE I COMPLETELY FALL OUT...

AND SO...

GOT TO GIVE THE CAT CREDIT--SHE KNOWS HOW TO HANDLE A CAMERA!

THESE ARE GOOD! REAL GOOD!

WISH I COULD SAY THAT I'M THRILLED, BUT I'M NOT! IT'S REAL OBVIOUS THAT SHE TAKES A MUCH BETTER PICTURE THAN I DO.

THAT BOTHERS ME! A LOT!

IT'S TIME I TOOK THIS WORK A BIT MORE SERIOUSLY!

MAYBE I SHOULD TAKE A FEW COURSES TO IMPROVE MY SKILLS!

AFTER SELECTING THE VERY BEST PHOTOS, HE TURNS TO STORE THE OTHERS AWAY--

--BUT THEN...

OH, NO!

OF ALL THE CLUMSY--!

WHAT'S WRONG WITH ME LATELY? I SEEM TO BE ALL THUMBS!

I WONDER IF IT'S TIED IN WITH MY GENERAL LETHARGY?

GEE, I HOPE I'M NOT COMING DOWN WITH ANYTHING!

HEY! IN THE CORNER--!

MY OLD, SPARE COSTUME!

GOSH, I HAD FORGOTTEN ALL ABOUT THIS OLD THING!

I USED IT FOR A BACK-UP WHENEVER MY MAIN COSTUME NEEDED CLEANING OR REPAIRS. JUST SEEING IT AGAIN BRINGS BACK MEMORIES...

WHEN I DESIGNED MY VERY FIRST SPIDER-MAN COSTUME, I WAS LOOKING TO STRIKE IT BIG IN SHOW BUSINESS! I WANTED SOMETHING FLASHY! COLORFUL!

OVER THE YEARS, IT CAME TO MEAN...TO SYMBOLIZE...SO MUCH MORE TO ME!

BUT, EVEN SO, IT COULDN'T DO STUNTS LIKE THIS--!

"I STILL HAVE TROUBLE BELIEVING THAT THIS NEW COSTUME CAME FROM A WORLD AT THE OTHER END OF THE UNIVERSE.*

*SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS -- DANNY!

"IT'S REALLY WEIRD TO HAVE A PIECE OF CLOTHING WHICH OBEYS MY MENTAL COMMANDS --AND ASSUMES ANY APPEARANCE I IMAGINE!

"I GUESS I COULD MAKE IT LOOK LIKE MY OLD, FAMILIAR RED AND BLUE THREADS--"

--BUT, THAT WOULDN'T SEEM RIGHT!

NO, IT'S TIME TO PUT THE PAST BEHIND ME!

I'VE GROWN OLDER AND, HOPEFULLY, WISER IN THE LAST FEW YEARS...

...MAYBE MY NEW LOOK WILL HELP REFLECT THOSE CHANGES!

≠YAWN≠ ENOUGH DIME STORE PHILOSOPHY FOR ONE NIGHT!

IT'S TIME TO HIT THE SHEETS!

BUT THEN, EVEN AS PETER PARKER DRIFTS INTO THE REALM OF DREAMS--

--HIS ALIEN COSTUME SEEMINGLY SPRINGS TO LIFE!

FLOWING ACROSS THE FLOOR, IT SILENTLY ADVANCES ON THE SLEEPING ADVENTURER...

AS IF CONTEMPLATING THE HORRIBLE CONSEQUENCES OF ITS NEXT ACTION, IT PAUSES FOR ONE BRIEF MOMENT...

AND THEN--

--IT STRIKES!

SOMETIME LATER...

SHOVE OFF, PRINCE! I'M CLAIMING THAT REFRIGERATOR CRATE FOR MYSELF!

I BEG TO DIFFER, BABYFACE.

SINCE I'M THE ONE WHO FOUND IT, IT'S ONLY FAIR THAT I GET TO SLEEP IN IT.

NOBODY CARES ABOUT "FAIR" IN THE REAL WORLD!

IT'S EVERY MAN FOR HIMSELF!

HEY--!

WHO... WHAT ...IS THAT--?!

I... DUNNO.

Y'KNOW SOMETHING, BABYFACE? I THINK THIS CRATE COULD ACCOMMODATE THE TWO OF US!

I HOPE SO, MAN! AFTER SEEING THAT...THAT *THING* PROWLING AROUND, I COULD USE SOME COMPANY!

ME, TOO!

EARLY THE NEXT MORNING...

BOSS--! OUR MAIN WAREHOUSE WAS RAIDED LAST NIGHT BY SPIDER-MAN AND THE POLICE!

OUR LAWYER THINKS HE CAN GET OUR PEOPLE BACK ON THE STREETS BY LATE AFTERNOON--

--BUT IT'LL STILL TAKE A FEW WEEKS BEFORE OUR FENCING OPERATION IS ROLLING AT FULL CAPACITY AGAIN!

THE LOSS IN REVENUE WILL BE SIGNIFICANT.

A PITY.

SNIPP!

HOWEVER, SPIDER-MAN IS THE MORE DISTRESSING PROBLEM.

THIS IS THE *SECOND* TIME HE'S INTERFERED IN THE ROSE'S AFFAIRS. I WON'T TOLERATE A THIRD.

HE MUST BE ELIMINATED ...AT ONCE!

IS THAT WISE, ROSE?

I THOUGHT THE KINGPIN HAD TO SANCTION ALL HITS *THAT* BIG!

MR. JOHNSTON, I REPORT TO THE KINGPIN OF CRIME JUST AS YOU AND MR. VARLEY REPORT TO ME... BUT, IN THIS ONE INSTANCE, I DO NOT HAVE TIME FOR THE LUXURY OF GOING THROUGH THE PROPER CHANNELS.

SPIDER-MAN IS A WEED WHICH MUST BE SWIFTLY PLUCKED.

I WANT HIM *DEAD!*

AND, I KNOW JUST THE MAN FOR THE JOB...

HEARTSDALE, NEW MEXICO...

A SMALL, BUT GROWING CITY--

--WHICH HOUSES THE CORPORATE HEADQUARTERS OF FIREHEART ENTERPRISES...

FIREHEART

WHERE IS HE?

WE'RE DUE AT THE MAYOR'S OFFICE IN FIFTEEN MINUTES!

I'M AFRAID THAT MR. FIREHEART IS UNABLE TO ATTEND THAT MEETING, CONGRESSMAN.

HE WAS CALLED AWAY RATHER UNEXPECTEDLY THIS MORNING.

WHAT?!

HE ASKED ME TO CONVEY HIS SINCEREST APOLOGIES.

B-BUT WE WERE SUPPOSED TO DISCUSS THOSE NEW SHOPPING MALLS HE PLANS TO BUILD! WHAT SHOULD I TELL THE ZONING COMMISSION? THE CITY COUNCIL--?!

I DON'T KNOW CONGRESSMAN. I'LL HAVE MR. FIREHEART PHONE YOU AS SOON AS HE RETURNS.

B-ZIT

A CALL ON THOMAS'S PRIVATE LINE--!

YOU'LL HAVE TO EXCUSE ME, CONGRESSMAN. I HAVE OTHER WORK TO DO.

*WITHOUT ANOTHER WORD, **JENNA TAYLOR** ENTERS THE PRIVATE OFFICE OF HER EMPLOYER--*

-- THE MYSTERIOUS THOMAS FIREHEART!

I FEEL BADLY FOR CONGRESS-MAN CRESPI. THOSE SHOPPING MALLS MEAN A LOT TO HIM--AND THE COMMUNITY! THIS IS ONE MEETING THOMAS SHOULDN'T HAVE MISSED.

OH, WELL, IT'S NOT MY PLACE TO CRITICIZE THE BOSS. I'M ONLY HIS EXECUTIVE ASSISTANT--NOT HIS WIFE!

I GET THE FUN JOBS-- LIKE TELLING CRESPI THE BAD NEWS, AND ACTIVATING THIS CRAZY TELEPHONE GIZMO--

--WHENEVER THOMAS ISN'T AROUND TO ANSWER HIS PRIVATE LINE.

KLIK!

MNNN

PLEASE LEAVE YOUR MESSAGE...

MNNN

"...AT THE SOUND OF THE BEEP."

THAT HUM--! IT'S PROBABLY FROM AN ELECTRONIC SCRAMBLING DEVICE WHICH PROTECTS HIS LINE FROM TAPS!

THIS IS THE ROSE...

I NEED YOU.

HHM! THAT WAS SHORT, AND TO THE POINT.

"THE ROSE"?! I DON'T RECOGNIZE THE NAME, BUT IT SOUNDED LIKE THOMAS WILL WANT TO KNOW ABOUT THIS CALL... *AND FAST!*

KLIK!

JENNA DEPRESSES ANOTHER BUTTON--

--AND, SIXTY MILES AWAY...

BLEEP-BLEEP!

BLEEP-BLEEP

MEANWHILE, SEVERAL HUNDRED YARDS FROM THE HELICOPTER, A MANLIKE FIGURE RACES ALONG THE UNEVEN GROUND.

WITH PHYSICAL SENSES WHICH HAVE BEEN HEIGHTENED TO SUPER HUMAN LEVELS--

--HE FOLLOWS A SPOOR THAT WOULD BE TOTALLY INVISIBLE TO MOST HUMAN TRACKERS!

THEY DON'T KNOW IT YET--BUT THEY'RE GOING TO DIE FOR WHAT THEY DID LAST NIGHT!

IT'S THEIR OWN FAULT! THEY SHOULDN'T HAVE ENTERED THE RESERVATION --AND SLAUGHTERED THOSE ANIMALS!

AS THE GUARDIAN OF THE TRIBE, IT'S MY DUTY TO PUNISH THEM--AND I WILL!

I CAN SENSE THEM JUST BEYOND THE NEXT RIDGE--!

THEY'RE CONFUSED! FRIGHTENED! THEY DON'T KNOW WHAT TO MAKE OF MY SCENT!

THEY'VE NEVER BEFORE FACED ANYTHING LIKE--

--PUMA!

WITH AN INCREDIBLE THIRTY-FIVE FOOT LEAP, THE MAN-BEAST KNOWN AS PUMA LAUNCHES HIMSELF FORWARD--!

HE ATTACKS SWIFTLY--

--WITH A STRENGTH WHICH STAGGERS THE MIND--

--AND A SAVAGERY FAR BEYOND THAT OF ANY WILD ANIMAL!

SIX MINUTES LATER...

THAT WASN'T A BAD MORNING'S WORKOUT! WITH LUCK, I CAN STILL CATCH THE TAIL END OF THE MEETING IN THE MAYOR'S OFFICE!

BLEEP BLEEP

SOUNDS LIKE JENNA'S BEEN TRYING TO CONTACT ME

SHE'S SO CAPABLE! I DON'T KNOW HOW I'D EVER SURVIVE WITHOUT HER!

BLEEP BLEEP

MOMENTS LATER...

PUMA SITS QUIETLY, DRAINING HIS MIND OF ALL TENSIONS...

HE SLOWS HIS BREATHING, AND BEGINS TO CONCENTRATE. *CONCENTRATE!*

AND THEN--

THE TRANSFORMATIONS SEEM TO BE GETTING EASIER...THOUGH THEY'RE JUST AS PAINFUL AS EVER!

I'D BETTER DISCUSS THEM WITH MY UNCLE AFTER THE NEXT MONTHLY TRIBAL MEETING!

I WISH I COULD CONVINCE THE OLD COOT TO MOVE OFF THE RESERVATION--AND INTO A MODERN CONDOMINIUM IN HEARTSDALE--BUT HE'S JUST TOO STUBBORN!

I'LL CHECK IN WITH THE OFFICE--

--AFTER I CHANGE INTO SOMETHING MORE CIVILIZED!

THERE! THAT'S BETTER!

I HOPE JENNA HAS EXCITING NEWS FOR ME! THINGS HAVE BEEN A BIT DULL AROUND HERE!

NEW YORK CITY...

DAILY BUGLE

WELL--?

WHAT CAN I SAY, PETER? THE QUALITY OF YOUR WORK IS CERTAINLY ON THE UPSWING--

J. ROBERTSON
EDITOR-IN-CHIEF

--EVEN IF YOUR CHOICE OF SUBJECT MATTER IS A LITTLE PEDESTRIAN!

OUR READERS HAVE SEEN COUNTLESS SHOTS OF SPIDER-MAN FIGHTING THUGS IN WAREHOUSES!

THE ONLY THING THAT MAKES THESE PARTICULAR PHOTOS NEWSWORTHY--

--IS THE FACT THAT THEY FEATURE THE WEB-SWINGER IN HIS NEW COSTUME!

I'LL TAKE THEM--

--BUT DON'T THINK YOU CAN COAST ON THE PUBLIC'S INTEREST IN THIS COSTUME FOREVER!

I =YAWN= WON'T!

TRY TO CONTROL YOUR ENTHUSIASM!

BETTY WILL PUT IN A VOUCHER FOR YOU.

DO YOURSELF A FAVOR--GET SOME REST!

YOU LOOK TERRIBLE!

ROBBY'S RIGHT! YOU DO SEEM A LITTLE ROUGH AROUND THE EDGES LATELY.

ARE THINGS ANY BETTER BETWEEN YOU AND YOUR AUNT?

NO.

AUNT MAY HAS REFUSED TO SPEAK TO ME EVER SINCE I TOLD HER THAT I'VE DROPPED OUT OF GRADUATE SCHOOL!*

* IN AMAZING SPIDER-MAN #253 -- DANNY.

I JUST DON'T KNOW WHAT TO DO, BETTY...

BRIGHTEN UP, TIGER!

IT'S PARTY TIME!

YOU--?!

MARY JANE WATSON! IT'S ABOUT TIME YOU GOT HERE!

I WAS BEGINNING TO THINK THAT YOU HAD FORGOTTEN ALL ABOUT OUR DINNER DATE TONIGHT!

HI, PRETTY LADY! HOW'S IT =YAWN= GOING?

AM I BORING YOU ALREADY, MR. PARKER? MOST MEN I KNOW ARE USUALLY A LOT MORE EXCITED TO SEE ME.

J. ROBERTS
EDITOR-IN

DID BETTY TELL YOU THE BIG NEWS?

I FOUND WORK! I LANDED A REGULAR MODELING GIG FOR THE NEXT FEW MONTHS! ISN'T THAT SIMPLY FABULOUS?!

I'M HAPPY FOR YOU!

BETTY AND I WERE PLANNING A LADIES' NIGHT OUT--BUT THIS CALLS FOR A REAL CELEBRATION! CARE TO JOIN US?

GEE, I'D LOVE TO GO. I REALLY WOULD! BUT, I'VE GOT, ER, OTHER PLANS.

HOW ABOUT A RAINCHECK?

ANY TIME, TIGER!

GREAT! SEE YOU AROUND.

=WHEW= TALK ABOUT A CLASSIC BRUSHOFF!

THERE GOES ONE VERY TROUBLED YOUNG MAN.

SO I NOTICED.

ANY IDEA WHAT'S EATING AT HIM?

I HAVE A FEW THOUGHTS ON THE SUBJECT.

REALLY?

I'D LIKE TO HEAR THEM...

AT THAT PRECISE MOMENT, A PRIVATE JET LANDS AT NEW YORK'S LAGUARDIA AIRPORT.

ITS SOLE OCCUPANT IS IMMEDIATELY USHERED INTO A WAITING LIMOUSINE.

SOON...

I APPRECIATE THE PROMPTNESS WITH WHICH YOU HAVE RESPONDED TO MY CALL.

THINK NOTHING OF IT. THE WORK YOU OFFER IS USUALLY SO... CHALLENGING.

I HAVE AN EXCEPTIONAL CHALLENGE FOR YOU THIS TIME.

HAVE YOU EVER HEARD OF A COSTUMED VIGILANTE WHO GOES BY THE NAME OF... "SPIDER-MAN"?

OF COURSE...

HE'S ONE OF THOSE SO-CALLED "SUPER-HEROES"! THIS CITY CERTAINLY SEEMS TO HAVE AN ABUNDANCE OF THEM.

WE HAVE A FEW BASED IN MY PART OF THE COUNTRY AS WELL...THOUGH THEY AREN'T AS WELL-PUBLICIZED.

WILL YOU ACCEPT THIS CHALLENGE?

YES.

GOOD. WHEN SHALL YOU BEGIN?

IMMEDIATELY!

CAN YOU GET ME ANYTHING WHICH THIS SPIDER-MAN HAS RECENTLY HANDLED?

I ANTICIPATED YOUR NEED. I HAVE THIS PIECE OF PACKING CRATE. I MADE CERTAIN THAT NO ONE ELSE TOUCHED IT.

EXCELLENT.

MR. VARLEY WILL ESCORT YOU TO A PLACE WHERE YOU CAN CHANGE.

GOOD LUCK.

CALL ME IF YOU NEED ANYTHING!

THANK YOU.

I WON'T.

I'M GLAD I CAME.

THIS ASSIGNMENT HAS DEFINITE POSSIBILITIES!

CREEPY GUY.

YEAH.

WHAT DID THE ROSE SAY HIS NAME WAS--?

HE'S BEEN IN THERE FOR TWENTY MINUTES! HOW LONG DOES IT TAKE A GUY TO CHANGE HIS CLOTHES? WHAT'S HE DOING?

BEATS ME.

HELLO--? IS EVERYTHING ALL RIGHT?

NOK! NOK!

HE DIDN'T.

I DON'T LIKE THIS! NOT ONE BIT!

WHY AIN'T HE ANSWERING?

VARLEY, SOMETHING TELLS ME WE BETTER OPEN THAT DOOR...

HEY! HE'S GONE--!

I DON'T GET IT! HE LEFT HIS CLOTHES BEHIND!

LOOK! THE WINDOW--!

HE COULDN'T HAVE GOTTEN OUT THIS WAY!

THE NEAREST ROOFTOP HAS GOTTA BE A GOOD FORTY FEET AWAY!

NEARBY...

AH! THE LIFE OF A MILLION-AIRE ENTREPRENEUR MAY HAVE ITS DISTINCT PLEASURES, BUT THEY CAN'T COMPARE WITH THIS--!

OF COURSE, MY UNCLE WOULD HAVE A FIT--IF HE EVER LEARNED THAT HIS BELOVED TRIBAL GUARDIAN WAS ALSO AN ASSASSIN FOR HIRE!

THAT'S HIS PROBLEM!

HE'S GOT NOTHING TO COMPLAIN ABOUT AS LONG AS I CONTINUE TO FULFILL MY OBLIGATIONS TO THE TRIBE!

THE WAY I CHOOSE TO ENTERTAIN MYSELF IS NOBODY'S BUSINESS BUT MY OWN!

I JUST HOPE SPIDER-MAN LIVES UP TO HIS REP! IT'S BEEN FAR TOO LONG SINCE I BATTLED ANYONE WORTH THE EFFORT.

HMM! THE SPOOR IS WEAK...BUT I THINK I'VE IDENTIFIED HIS SCENT!

NOW, COMES THE HARD PART....

I MUST BLOCK OUT ALL PHYSICAL AND MENTAL DISTRAC-TIONS!

MUST CHANNEL EVERYTHING...ALL CONSCIOUSNESS ...THE VERY ESSENCE OF MY BEING...

...INTO A SINGLE, HEIGHTENED SENSE!

IT IS SAID THAT EVERY LIVING THING HAS ITS OWN, UNIQUE SCENT...

IN A CITY WHOSE POPULATION NUMBERS IN THE MILLIONS, PUMA ATTEMPTS TO PINPOINT ONE MAN...

ONE VERY SPECIAL MAN...

FOR MORE THAN AN HOUR HE SITS RIGID AS STONE...

SORTING...

SEARCHING...

AND THEN...

I'VE DONE IT! I'VE *FOUND* HIM!

INCREDIBLY POWERFUL LEG MUSCLES PROPEL HIM UPWARD AND FORWARD ON A DIRECT ROUTE TO HIS PREY!

MEANWHILE...

≠YAWN≠ WHY DO I ALWAYS SEEM TO HAVE SO MUCH TROUBLE MANAGING MY OWN LIFE?

I JUST CAN'T THINK OF A WAY TO PATCH THINGS UP BETWEEN ME AND AUNT MAY!

THE WOMAN PRACTICALLY RAISED ME! SHE'S ALWAYS BEEN ONE OF THE CORNER-STONES OF MY LIFE!

≠YAWN≠ THERE'S GOTTA BE A SOLU-TION! MAYBE I'M JUST TOO ZONKED TO SEE IT!

SO THAT'S SPIDER-MAN--!

HOW DISAPPOINTING! I'D HOPED FOR SOMEONE MUCH MORE IMPRESSIVE! BIGGER! MORE POWERFUL!

THERE MUST BE MORE TO HIM THAN MEETS THE EYE!

PERHAPS A LITTLE TEST IS IN ORDER--!

RIPP!

AND, AS IF I DIDN'T HAVE ENOUGH PROBLEMS, THERE'S THE LITTLE MATTER OF THE HOBGOBLIN'S MISSING BATTLE VAN!

WHO TOOK IT...AND, MORE IMPORTANTLY, *WHY*--?

IT VANISHED ON ITS WAY TO THE POLICE IMPOUND YARD!*

HEY! MY SPIDER-SENSE--!

WHAT THE--?!

*IN ISSUE # 254--DANNY.

YEOW!

WHATEVER THAT THING WAS-- I BARELY DUCKED IT!

I WAS SO TOTALLY LOST IN MY THOUGHTS THAT I DIDN'T EVEN NOTICE MY SPIDER-SENSE BUZZING!

CAN'T WORRY ABOUT THAT NOW!

GOTTA TRY TO SLOW MY FALL--!

DESPERATE, ACTING ON INSTINCT ALONE, SPIDER-MAN REACHES OUT TOWARD THE NEARBY BUILDING...

HIS FINGERS SCRAPE ALONG ITS ROUGH EDGE--

--UNTIL HE MANAGES TO FLATTEN THEM AGAINST THE SIDE OF THE BUILDING!

AND THEN, OWING TO HIS UNCANNY ABILITY TO ADHERE TO ANY SURFACE--

--THEY HOLD!

ARGGG!

MY ARM--!

SNAP!

FWOK!

F-FEELS LIKE I WRENCHED IT LOOSE FROM ITS SOCKET--!

PAIN IS INCREDIBLE!

G-GOTTA GET MYSELF TOGETHER--!

WHOEVER ATTACKED ME IS STILL OUT THERE! WAITING--!

UHHH

N-NEVER KNEW ANY-THING COULD HURT SO MUCH... JUST WANT TO ROLL INTO A BALL... AND DIE ... BUT I CAN'T ...I CAN'T!

GOTTA BRACE MYSELF... TRY TO SHOVE THE ARM BACK INTO PLACE!

:UNNNNN:

I-IT'S NO USE! PAIN IS TOO GREAT!

NO... I CAN'T... I WON'T ...GIVE UP!

G-GOTTA TRY AGAIN!

IF I DIE HERE, AUNT MAY WILL NEVER KNOW HOW MUCH I STILL LOVE HER!

D-DON'T CARE HOW BAD IT FEELS... GOTTA DO IT... FOR AUNT MAY ...FOR ME!

ARRGHH!

I... DID IT!

B-BUT MY ARM STILL FEELS LIKE--

--ON FIRRRRRRE:

THE PAIN WAS TOO MUCH FOR HIM!

HE'S HELPLESS! CRIPPLED--!

A VICTORY LIKE THIS BRINGS LITTLE SATIS-FACTION TO ME--BUT SPIDER-MAN MUST DIE! AND SO, HE SHALL--

--BENEATH THE CLAWS OF PUMA!

TO BE CONTINUED!

NEXT ISSUE! THE BLACK CAT ENRAGED! A STARTLING REVELATION FROM MARY JANE WATSON--WHICH WILL CHANGE PETER PARKER'S LIFE FOREVER! PLUS--THE SURPRISING RETURN OF THE MOST REQUESTED SPIDER-VILLAIN OF RECENT TIMES! (GUESS WHO!) DON'T MISS--

"THE FURY OF... PUMA!"

MARVEL®

©1984 MARVEL COMICS GROUP

TM

60¢
257
OCT
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

F/R

SPIDER-MAN™

Stan Lee PRESENTS:

"BEWARE THE CLAWS OF PUMA!"

SPIDER-MAN IS STILL HELPLESS! UNCONSCIOUS--!

BAH! A VICTORY LIKE THIS BRINGS NO PLEASURE TO *PUMA*--BUT THE WEB-SWINGER MUST DIE! AND SO, HE SHALL...

MERE MOMENTS AGO, THE EVER-SPECTACULAR **SPIDER-MAN** DISLOCATED HIS LEFT ARM WHEN HE WAS UNEXPECTEDLY ATTACKED BY THE MAN-BEAST KNOWN AS **PUMA!** AFTER HEROICALLY SHOVING HIS ARM BACK INTO PLACE, OUR HERO FINALLY SUCCUMBED TO THE INCREDIBLE PAIN! AND NOW...

STAN LEE *PRESENTS:*
TOM DEFALCO -- *WRITER*
RON FRENZ -- *PENCILER*
JOSEF RUBINSTEIN -- *INKER*
JOE ROSEN -- *LETTERER*
CHRISTIE SCHEELE -- *COLORIST*
DANNY FINGEROTH -- *EDITOR*
JIM SHOOTER -- *EDITOR-IN-CHIEF*

THIS IS ALMOST TOO EASY!

WHEN THE *ROSE* FIRST HIRED ME TO KILL SPIDER-MAN, HE PROMISED ME A WORTHY FOE!

A TRUE CHALLENGE TO THE POWER OF *PUMA!*

THE ROSE LIED!

SPIDER-MAN IS A WEAKLING! A COWARD!

HE DESERVES TO DIE!

NO!

CYYAM!

≒UGNN≒

MANAGED TO RECOVER MY BALANCE, BUT SHE'S ATTACKING AGAIN--!

≒WHOOPS≒ MISSED 'IM!

YOU'RE GOOD, MISTER! *FAST!* AGILE, TOO!

DO NOT FLATTER YOURSELF, WOMAN!

A CHILD COULD HAVE DODGED THAT CLUMSY ATTACK!

THIS WOMAN IS THE *BLACK CAT!* THE NEWSPAPERS CLAIM THERE IS A ROMANTIC LINK BETWEEN HER AND SPIDER-MAN. A PITY THAT SHE ISN'T A PART OF MY CONTRACT WITH THE ROSE!

GO AWAY, WOMAN! THIS ISN'T YOUR CONCERN! DON'T FORCE ME TO KILL YOU AS WELL!

GET REAL, MISTER! I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT--

-- BUT YOU'RE DEFINITELY FLAKE CITY IF YOU THINK I'LL LET YOU HURT MY SPIDER!

YOU CAN'T STOP ME!

I AM PUMA!

WAIT--! THERE SEEMS TO BE SOMETHING SURROUNDING THAT WOMAN! AN AURA OF SOME KIND!

I'M SURE MY HEIGHTENED SENSES WILL BE ABLE TO DETECT IT--IF I CAN JUST FOCUS THEM PROPERLY...

"THERE! I SEE IT NOW!"

I WONDER IF IT'S DANGEROUS?

GUESS THERE'S ONLY ONE WAY TO FIND OUT!

POWERFUL LEG MUSCLES PROPEL HIM FORWARD--

--BUT THEN...

WHAT'S WRONG WITH ME? I SEEM TO HAVE MISJUDGED THE DISTANCE BETWEEN US!

I'M OVERSHOOTING HER--!

GOING TOO FAST! HAVE TO SLOW MYSELF DOWN BEFORE I GO BOUNDING OFF THE SIDE OF THIS ROOF!

THAT PIPE--!

OH, NO!

SNAPP!

FWOK!

NOTHING LIKE THAT HAS EVER HAPPENED TO ME BEFORE! MY SENSE OF BALANCE IS PERFECT!

COULD THE CAT'S MYSTERIOUS AURA HAVE CAUSED IT?

SEEKING TO CONFIRM HIS SUSPICIONS, PUMA SPRINGS TO HIS FEET, RENEWING HIS ONSLAUGHT ON THE CAT...

BUT THEN...

THE ROOF--! IT'S GIVING WAY BENEATH ME!

KRACKKK!

TA-TA, FUR FACE!

NOW YOU KNOW WHAT HAPPENS WHEN THE BLACK CAT CROSSES YOUR PATH!

÷UNNN÷

SPIDER! YOU'RE AWAKE--!

C-CAT, IS THAT YOU?

WHO ELSE?

DON'T WORRY ABOUT THAT CLOWN WHO ATTACKED YOU, HON! I JUST TOOK CARE OF HIM!

HEY! YOU DON'T LOOK SO GOOD! ANYTHING I CAN DO TO HELP--?

AGGH! MY SHOULDER--!

OH, I'M SO SORRY! I...I DIDN'T KNOW!

H-HOW COULD YOU? I... INJURED IT IN A FREAK FALL! IT STILL HURTS, BUT NOT AS BAD AS IT DID EARLIER!

THIS WEBBING SHOULD HELP KEEP THE STRAIN OFF IT!

LOOK, WE'D BETTER GET OUT OF HERE!

PWIP!

ARE YOU SURE YOU CAN TRAVEL?

NO, BUT I CAN TRY!

MINUTES LATER...

POOR SPIDER! HE'S PUTTING UP A BRAVE FRONT FOR MY SAKE, BUT IT'S OBVIOUS THAT HE'S IN GREAT PAIN!

HANG ON, LOVER! YOUR APARTMENT IS ONLY A FEW BLOCKS AWAY!

MEANWHILE...

HEY! WHAT'S GOING ON?

WHO ARE YOU?

BE SILENT--!

I HAVE NEITHER THE TIME, NOR THE INCLINATION TO ANSWER YOUR STUPID QUESTIONS!

GET OUT OF MY WAY, WOMAN!

OH--!

H-HE'S LEAVING, BILL! BUT WHAT ABOUT OUR CEILING--?

H-HUSH UP, ALICE! LET THE MAN GO ABOUT HIS BUSINESS!

MOMENTS LATER, ON THE BUILDING'S ROOFTOP...

SPIDER-MAN AND THE BLACK CAT ARE GONE--!

THE FOOLS! THEY CAN'T ESCAPE *PUMA!*

NO ONE CAN!

NOW THAT I'VE BEEN EXPOSED TO THEIR INDIVIDUAL SCENTS --

--I CAN EASILY TRACK THEM TO WHEREVER THEY HIDE!

I'D BETTER APPROACH THE BLACK CAT WITH A BIT MORE CAUTION, THOUGH! SHE'S OBVIOUSLY THE MORE DANGEROUS OF THE TWO!

HER AURA SEEMED TO FLASH BRIGHTER BOTH TIMES I ATTACKED HER!

COINCIDENCE? I THINK NOT!

THAT AURA MUST BE RESPONSIBLE FOR THE MISFORTUNE WHICH STRUCK ME!

LOST IN HIS THOUGHTS, PUMA BOUNDS FROM BUILDING TO BUILDING IN PURSUIT OF HIS PREY, UNTIL...

THERE THEY ARE! ON THAT DISTANT ROOFTOP--!

HOLD IT, CAT! MY SPIDER-SENSE IS TINGLING!

I SENSE DANGER--!

WHAT COULD IT BE--?

I DON'T SEE ANYTHING OUT OF THE ORDINARY! MAYBE I'M JUST JUMPY.

HE'S FAST--! I BARELY GOT DOWN IN TIME!

NO NEED TO CONTINUE THIS BATTLE NOW! I'M ONLY BEING PAID TO KILL SPIDER-MAN. WHY SHOULD I KILL THE CAT FOR FREE?

I'LL RETURN LATER ...AFTER I'VE HAD A CHANCE TO REFRESH MYSELF!

MEANWHILE...

EASY DOES IT, LOVER. YOU'RE HOME NOW.

YEAH...

THANKS, CAT. I MIGHT NOT HAVE MADE IT WITHOUT YOU.

MY ARM'S STILL THROBBING.

BUT AT LEAST I WON'T HAVE TO WRESTLE WITH MY COSTUME TO GET A LOOK AT IT! ALL I HAVE TO DO IS--

=UNNN=

SPIDER--! WHAT IS IT?

MY COSTUME--!

IT USUALLY OBEYS MY EVERY THOUGHT, BUT IT'S NOT RESPONDING TO MY MENTAL COMMANDS--!

I CAN'T SEEM TO GET IT TO LEAVE ME--!

=UGNNN=

AT LAST! IT'S STARTING TO MELT OFF ME...

I DON'T UNDERSTAND ...IT NEVER GAVE ME A PROBLEM BEFORE! WHAT COULD BE WRONG WITH IT?

ARE YOU KIDDING!? LOOK AT IT SNAKING ACROSS THE FLOOR LIKE THAT--!

WHAT COULD BE RIGHT WITH IT?

YOU'VE BEEN MEANING TO GET IT CHECKED OUT BY REED RICHARDS EVER SINCE YOU BROUGHT IT BACK FROM THAT WAR AT THE OTHER END OF THE UNIVERSE!

I KNOW. BUT MY LIFE HAS BEEN SO CRAZY LATELY THAT I HAVEN'T HAD TIME.

MAYBE YOU'D BETTER MAKE TIME.

*SEE THE ONGOING MARVEL SUPER HEROES SECRET WARS LIMITED SERIES FOR DETAILS --DANNY.

HEY! MY ARM DOESN'T LOOK A^ BAD AS I FEA :ED--!

IT'LL PROBABLY BE AWFUL SORE FOR THE NEXT FEW WEEKS, BUT THERE DOESN'T SEEM TO BE ANY PERMANENT DAMAGE!

THAT'S GREAT!

WHAT A DUMP! I STILL CAN'T BELIEVE MY SPIDER REALLY LIVES HERE IN HIS CIVILIAN IDENTITY!

GUESS I JUST DON'T UNDERSTAND SPIDER. WHY WOULD HE EVER WANT TO BE A NORMAL PERSON LIKE PETER PARKER, WHEN HE COULD BE SPIDER-MAN ALL THE TIME?

I LOVE HIM. *I DO!* BUT NOW THAT HE'S TAKEN OFF HIS MASK, I CAN HARDLY BEAR TO LOOK AT HIM...

MEANWHILE, AT A MIDTOWN MANHATTAN SKYSCRAPER...

AS PER YOUR INSTRUCTIONS...

...I HAVE BEGUN MAKING THE NECESSARY ARRANGEMENTS FOR A PROLONGED GANG WAR WITH THE FORCES OF *MICAH SYNN!**

EXCELLENT. I LEAVE THE DE-TAILS TO YOU!

*SEE CURRENT ISSUES OF DAREDEVIL -- DANNY.

ONE LAST ITEM--AS THE *KINGPIN OF CRIME*, THE RULER OF THE UNDER-WORLD, YOU MUST BE MADE AWARE OF THE FACT THAT SOMEONE IN YOUR EMPLOY HAS HIRED A PROFESSIONAL ASSASSIN TO ELIMINATE SPIDER-MAN!

WHAT--?!

I HAVE MY OWN PLANS FOR THE WEB-SWINGER!*

WHO WOULD DARE ORDER AN EXECUTION OF THIS MAGNITUDE--WITHOUT FIRST CON-SULTING WITH ME?

I BELIEVE THIS HIT WAS COM-MISSIONED BY THE ROSE!

*AND YOU'LL KNOW WHAT PLANS THE KING-PIN IS REFERRING TO, IF YOU KEEP READING OUR COMPANION MAGAZINE, THE SPECTACULAR SPIDER-MAN-- D.

ARRANGE A MEETING BETWEEN ME AND THE ROSE. IT'S TIME HE LEARNED THE FACTS OF LIFE...

...AND *DEATH!*

A FEW BLOCKS AWAY, AT THE **SAINT LAUREN SUMMIT**, ONE OF THE CITY'S MORE PRESTIGIOUS HOTELS...

...IN THE LUXURY SUITE RESERVED FOR THOMAS FIREHEART...

AH! NOTHING REFRESHES LIKE A HOT SHOWER!

I KNOW IT'S LATE, BUT I REALLY SHOULD CHECK IN WITH MY HOME OFFICE

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES...

FIREHEART

THOMAS! I'M GLAD YOU CALLED.

GOOD NEWS. CONGRESSMAN CRESPI PHONED EARLIER TO SAY THAT THE CITY COUNCIL APPROVED--

"--THREE OF THE FOUR SITES FOR THE NEW SHOPPING MALLS YOU PLANNED TO BUILD!"

EXCELLENT!

I DON'T KNOW WHAT I'D DO WITHOUT JENNA TAYLOR TO RUN THINGS WHILE I WAS AWAY!

JUST HAVE TO MAKE ONE MORE CALL--

"--TO THE *ROSE!*"

IT'S FOR YOU, BOSS, THE PUMA!

GOOD EVENING, MY FRIEND...I TRUST ALL IS GOING WELL. YOU EXPECT TO COMPLETE YOUR MISSION TONIGHT? EXCELLENT!

B-ZIT

WHO CAN THAT BE?

I AM THE ARRANGER, AND I BRING YOU GREETINGS FROM--

--THE KINGPIN OF CRIME!

THE ROSE SEEMED A BIT DISTRACTED WHEN HE HUNG UP. I HOPE NOTHING'S WRONG. I HAVE YET TO COLLECT MY FEE.

HHM! I'M GLAD I REMEMBERED TO BRING A SPARE COSTUME. THE ONE I WORE EARLIER IS STILL IN DESPERATE NEED OF A GOOD DRY CLEANING.

A PITY I COULDN'T TRUST IT TO THE HOTEL'S VALET SERVICE--

--BUT THAT'S NOT AN OPTION IF ONE WISHES TO KEEP HIS IDENTITY A SECRET!

I MUST NOW DRIVE AWAY ALL EXTERNAL DISTRACTIONS...

MUST MARSHAL ALL OF MY THOUGHTS AND FOCUS INWARD...

MUST CONCENTRATE...

CONCENTRATE...

≥ARGGH≤

MOMENTS LATER, COVERING AN UNBELIEVABLE THIRTY-FIVE FEET WITH EVERY LEAP, THE PUMA BOUNDS ACROSS THE CITY'S ROOFTOPS...

THE HUNT IS ON!

AND, AT 410 CHELSEA STREET...

FEELING ANY BETTER--?

A LITTLE!

TELL ME MORE ABOUT THAT JOKER WHO ATTACKED ME!

THERE REALLY ISN'T MUCH MORE... EXCEPT TO SAY THAT HE WAS VERY KINKY-LOOKING! ALL COVERED WITH FUR!

CALLED HIMSELF... "PUMA"!

LIKE THE RUNNING SHOE--?! ≥*SHEESH*≤ WHERE DO THEY COME UP WITH THESE HOKEY NAMES?

WHO KNOWS?

I WOULDN'T WORRY ABOUT HIM, THOUGH. CONSIDERING THE WAY I CLOBBERED HIM THIS AFTERNOON, HE'D BE A FOOL TO RETURN FOR A REMATCH!

Y'KNOW, YOU NEVER DID TELL ME EXACTLY *HOW* YOU MANAGED TO BEAT HIM...

UH-OH! THIS ISN'T THE TIME TO TELL SPIDER ABOUT MY *BAD LUCK* POWERS!

WE'LL DISCUSS THAT LATER! RIGHT NOW, I'VE GOT TO BOOGIE--!

YOU'RE LEAVING? *NOW*--?!

WHY NOT? YOU CERTAINLY DON'T NEED ME TO NURSEMAID YOU ANYMORE! BESIDES, YOU KNOW HOW I HATE TO BE COOPED UP AT NIGHT!

WHAT ABOUT THIS PUMA CHARACTER? YOU MIGHT RUN INTO HIM AGAIN--!

SO? I'LL GIVE HIM YOUR REGARDS!

DON'T WORRY ABOUT ME, LOVER! I'LL BE BACK BEFORE YOU KNOW IT!

I'M JUST GONNA CATCH SOME FRESH AIR!

IT'S A SHAME I HAVE TO DESERT SPIDER LIKE THIS--

--BUT I WAS GOING STIR CRAZY IN THAT DREARY APART-MENT!

WHAT A HOLE! I'VE BEEN IN MAUSOLEUMS WHICH WERE LIVELIER!

SPRINGING TO A NEARBY BUILDING, THE BLACK CAT RACES INTO THE DEEPENING NIGHT...

AT LAST!

SPIDER-MAN IS ALONE! UNPROTECTED--!

AT THAT MOMENT...

PETER! YOU HOME--?

KNOK KNOK

THAT VOICE! CAN IT REALLY BE HER--?!

MARY JANE WATSON!

SURPRISED, TIGER? GOOD! I LIKE TO KEEP MY MEN OFF BALANCE!

YOU LOOKED A LITTLE DOWN THE LAST TIME I SAW YOU*...SO I DROPPED BY TO BUOY YOUR SPIRITS! HERE--! I EVEN BROUGHT MY OWN WINE!

*SEE LAST ISSUE-- DANNY.

HEY! WHAT'S WITH THE DAMAGED WING? WHAT HAPPENED?!

IT'S NOTHING! I, ER, SPRAINED IT PLAYING RACQUETBALL.

GLAD TO HEAR IT ISN'T SERIOUS! I'D HATE FOR ANYTHING TO SPOIL OUR LITTLE PARTY!

WE HAVE SOME HEAVY CELEBRATING TO DO! I FINALLY MANAGED TO FIND STEADY MODELING WORK, AND I'M WALKING ON AIR!

THAT'S GREAT, MJ! I--

UH-OH! MY SPIDER-SENSE JUST KICKED IN! THERE'S DANGER--

"--LURKING OUTSIDE!"

GOT TO GET MARY JANE OUT OF HERE--BUT CAN'T LET HER KNOW ANYTHING'S WRONG!

LISTEN, LADY, I'D LOVE TO PARTY WITH YOU, BUT--

NO SALE, MR. PARKER!

THIS IS ONE TIME YOU CAN'T BRUSH ME OFF! I'M *NOT* LEAVING!

NOW, THEN, WHERE DO YOU KEEP YOUR CORKSCREW?

HM--?

NO TIME TO ARGUE! WHATEVER'S OUT THERE--

"--IS CLOSING IN ON US!"

SORRY, MJ, BUT YOU'VE REALLY GOT TO GO!

NOW--!

PETER! HAVE YOU LOST YOUR MIND?!

WHU--?! WHAT'S HAPPENING?

GOT TO SHOVE HER TO SAFETY BEFORE--

KRAASH!

WHEW! I BARELY HAD TIME TO GET MJ OUTSIDE BEFORE THIS CLOWN CRASHED IN! WHO IS HE-- AND WHAT DOES HE WANT?

SOMETHING TELLS ME I'D BETTER JAM THIS DOORFRAME SO THAT WE CAN'T BE DISTURBED!

SCRUTCH!

NOW, IF ONLY I CAN KEEP MY FACE COVERED... UNTIL MY COSTUME CAN DO ITS THING!

INCREDIBLE! THAT...THAT THING... LEAPED ACROSS THE ROOM AND MOLDED ITSELF AROUND SPIDER-MAN'S BODY! IF I HADN'T WITNESSED IT WITH MY OWN EYES--!

PUMA SHALL MAKE YOUR DEATH AS SWIFT--AND PAINLESS--AS POSSI-BLE!

GEE, THAT'S AWFULLY SPORTING OF YOU!

SO YOU'RE PUMA! NOW THAT WE'VE MET, I'D LIKE TO FORMALLY INTRODUCE YOU TO MY KNUCKLES!

≠UNH!≠ SHOULDN'T HAVE PULLED MY PUNCH! HIS JAW IS A LOT HARDER THAN IT LOOKS!

FWOK!

ARGGH!

SKRITCH!

FOOL! IT WILL TAKE MUCH MORE THAN A SINGLE BLOW TO STOP PUMA!

YOUR COSTUME--! CAN THE EVIDENCE OF MY HEIGHTENED SENSES BE TRUE?

NO! IT...IT JUST ISN'T POSSIBLE!

DOES MY COSTUME SPOOK YOU? IT SHOULD! IT CAME FROM AN ALIEN WORLD IN A DISTANT GALAXY--

--AND IT'S CAPABLE OF SOME PRETTY AMAZING TRICKS!

≡UNNN≡ I WISH MY BACK COULD HEAL ITSELF JUST AS QUICKLY!

MEANWHILE, OUTSIDE...

CAN'T HEAR WHAT'S BEING SAID BEHIND THIS DOOR, BUT ALL THAT CRASHING AROUND MEANS PETER'S IN TROUBLE! BIG TROUBLE!

PETER! PETER! ARE YOU ALL RIGHT IN THERE?

BWAM!

PETER--!

LET ME IN! PLEASE--!

BWAK!

FWAM!

IT'S NO USE! PUMA HAS THE ADVANTAGE IN CLOSE QUARTERS! I'VE GOT TO LURE HIM OUTSIDE-- WHERE I'LL HAVE MORE ROOM TO MANEUVER!

WHY DO YOU SEEK TO PROLONG THE INEVITABLE? YOU CAN'T AVOID ME FOREVER!

NO, BUT I CAN HAVE A LOT OF FUN TRYING--!

HE'S IN THE RIGHT SPOT AT LAST!

BANZAI!

THERE! HE DIDN'T EXPECT ME TO SUDDENLY SPRING FORWARD!

KRA-

ASH!

NOW, IF ONLY I CAN DIRECT OUR FALL--!

AND, AT THAT PRECISE MOMENT...

I DID IT! I FINALLY MANAGED TO FORCE THE DOOR OPEN!

FWOOK!

I'M HERE, PETER! I'M...

PETER--!

HE...HE'S GONE!

JUST THEN, AT A CERTAIN MIDTOWN SKYSCRAPER...

PLEASE MAKE YOURSELF COMFORTABLE...

...AS COMFORTABLE AS POSSIBLE!

WE HAVE MUCH TO DISCUSS!

ROSE, IT HAS COME TO MY NOTICE THAT YOU TOOK IT UPON YOURSELF TO ORDER THE EXECUTION OF SPIDER-MAN WITHOUT FIRST CONSULTING WITH ME!

EXPLAIN YOURSELF!

THE WEB-SWINGER WAS DISRUPTING MY OPERATIONS, MAKING IT DIFFICULT FOR ME TO RAISE MY MONTHLY REVENUE QUOTAS. SO, I ATTEMPTED TO SOLVE THE PROBLEM.

I FIND YOUR SOLUTION UNACCEPTABLE!

I DO NOT CHOOSE TO HAVE SPIDER-MAN KILLED...AT THIS TIME!

I TRUST MY POSITION IS CLEAR!

YES.

QUITE CLEAR.

ELSEWHERE...

PUMA! THIS IS CRAZY! INSANE--! WE'VE NEVER EVEN MET BEFORE TODAY! WHY ARE WE FIGHTING?

THE REASONS SHOULD BE OBVIOUS! YOU WISH TO PROLONG YOUR LIFE--

--WHILE I AM DETERMINED TO END IT!

HEY, I CAN'T FAULT YOUR LOGIC! IT'S CLEAR AND TO THE POINT! BUT IT DOESN'T ANSWER MY QUESTION! *WHY?*

WHY?!

BECAUSE I AM PUMA, AND YOU ARE MY CHOSEN PREY! ≒*UGNN*≒

FWAK!

STAY STILL! ONE SOLID PUNCH IS ALL I NEED TO FINISH YOU OFF--!

SORRY TO DISAPPOINT YOU, BUT I'M NOT EXACTLY THE WORLD'S EASIEST PERSON TO HIT!

FWISSS!

UNBELIEVABLE! EVEN WITH HIS ARM IN A SLING, AND A SEVERELY INJURED BACK, HE STILL MANAGES TO AVOID MOST OF MY BLOWS!

HIS SPEED-- AND AGILITY-- MUST NEARLY EQUAL MY OWN!

UH-OH! IT MUST BE MORE THAN AN HOUR SINCE I FIRST WEBBED UP MY ARM! MY SLING IS EVAPO-RATING--!

NO TIME TO SPIN A NEW ONE! MY SPIDER-SENSE IS TINGLING! PUMA MUST BE GETTING READY TO--

"--ATTACK!"

I'VE GOT YOU NOW!

≒*UFF*≒ COULDN'T AVOID HIS LEAP! MY INJURIES MUST BE SLOWING ME DOWN A LOT MORE THAN I REALIZED!

HIS MOMENTUM FORCED US OVER THE ROOFTOP'S EDGE! WE'LL BOTH BE SPLATTERED ON THE STREETS BELOW, UNLESS--!

=ARGGH= MANAGED TO SNAG THAT BUILDING'S CORNICE, BUT MY ARM--! THE PAIN IS INCREDIBLE!

PWIP!

GOTTA SWING US TOWARD ONE OF THOSE WINDOWS! *FAST--!*

BWASH!

=WHEW= I DID IT! LOOKS LIKE SOME SORT OF EXECUTIVE ATHLETIC CLUB!

I FEAR THAT I HAVE GREATLY UNDERESTIMATED YOUR ABILITIES, SPIDER-MAN! YOU ARE FAR MORE POWERFUL AND RESOURCEFUL THAN I FIRST IMAGINED!

THANKS! YOU'RE PRETTY TRICKY YOURSELF.

I'D REALLY LIKE TO KNOW HOW YOU EVER MANAGED TO TRACK ME DOWN TO THAT APARTMENT WHERE I WAS STAYING!

THAT LITTLE MANEUVER WASN'T WHAT *I* HAD IN MIND, BUT IT PROVED TO BE QUITE EFFECTIVE!

I AM A HUNTER WITHOUT PEER! I MERELY FOLLOWED YOUR SPOOR.

MY SENSES CAN BE HEIGHTENED UNTIL THEY OPERATE ON ALMOST MYSTICAL LEVELS!

ONCE I'VE BEEN EXPOSED TO A PREY'S INDIVIDUAL SCENT, IT CAN NEVER ESCAPE ME!

I'LL SAY ONE THING FOR YOU, PUMA--YOU DON'T LACK FOR CONFIDENCE!

CAREFUL! YOU MUSTN'T WEAR YOURSELF OUT BY SWINGING WILD LIKE THAT! AFTER ALL--

--THIS WORKOUT HAS BARELY BEGUN!

YOU MOCK ME!

NO ONE CAN DO THAT AND LIVE!

C'MON, PUMY, EVERY RULE HAS ONE EXCEPTION--

-- AND, IN THIS CASE, IT'S *ME!*

PWIP!

PWIP!

SPWOT

AMAZING--!

HE MANAGED TO WEB MY WEAPON TO THE WALL... JUST AS I WAS ABOUT TO THROW IT!

UGN! CAN'T RIP IT FREE!

WAIT--! CAN MY HEIGHTENED SENSES BE TELLING ME THE TRUTH?!

I HAD ALWAYS ASSUMED THAT SPIDER-MAN'S WEBBING WAS SOMETHING ARTIFICIAL--A MAN-MADE SUBSTANCE--BUT NOW, AFTER TOUCHING IT, I REALIZE I WAS WRONG!

IT'S ORGANIC!

"ORGANIC"?!

ARE YOU SURE--?!

STOP TRYING TO PLAY ME FOR A FOOL, SPIDER-MAN! THAT ONLY SERVES TO INCREASE MY FURY--!

YOU MUST KNOW WHAT YOUR WEBBING'S COMPOSED OF--!

YEOW!

CAN'T ARGUE WITH PUMA NOW!

THAT'S A TON AND A HALF OF UNIVERSAL GYM BEARING DOWN ON ME! GOT TO LEAP ASIDE--!

BUT THEN, EVEN AS SPIDER-MAN BOUNDS TO SAFETY--

SPWAMM!

NO--! I SHOULDN'T HAVE LOST MY TEMPER LIKE THAT! INNOCENT LIVES WILL BE LOST WHEN THAT THING HITS THE STREET!

PWIP!

SPIDER-MAN! STOP--! WHERE DO YOU THINK YOU'RE--

"--GOING?!"

IT'S A GOOD THING I CAN STICK TO ANY SURFACE, BECAUSE I'VE GOTTA ANCHOR MYSELF TO THIS WALL--

--AND PRAY THAT THERE'S STILL TIME TO PREVENT THAT ONE TON TERROR FROM SQUASHING ANYONE!

TRIGGERED BY SPIDER-MAN'S THOUGHTS, TWIN STRANDS OF WEBBING RACE TOWARD THE PLUMMETING UNIVERSAL--

--SNAGGING IT IN MID-AIR--!

THOUGH THE WEBBING IS STRETCHED TO ITS MAXIMUM CAPABILITIES, IT HOLDS!

BUT...

=ARGH= PAIN IN MY ARM--! UNBELIEVABLE! BUT I GOTTA HOLD ON--!

RIPPP!

OH, NO! THE WALL CAN'T CAN'T SUPPORT THE ADDED WEIGHT! I'M BEING PULLED FREE--!

QUAMM!

IF SPIDER-MAN HADN'T DIVERTED THAT THING--!

WHAT ABOUT THE WEB-SWINGER HIMSELF?

"--HE'S FALLING!"

MUST REMAIN CALM! LIMP--!

IF I CAN HIT THE ROOF OF THAT BUS JUST RIGHT, THE IMPACT WILL BE EQUALLY DISTRIBUTED ACROSS MY ENTIRE BODY! IF NOT--

KA-VWAM!

SPIDER-MAN APPEARS TO HAVE SURVIVED HIS FALL! *GOOD!* HE IS A COURAGEOUS FOE--AND DESERVES A BETTER DEATH!

I COULD EASILY CRUSH HIM NOW...

...BUT THAT WOULD BE UNWORTHY OF ME!

I PREFER TO WAIT UNTIL HE HAS HAD A CHANCE TO RECOVER--TO REGAIN HIS FULL POWER!

ONLY THEN, WILL PUMA RETURN--

--TO CLAIM A VICTORY WORTH SAVORING!

PUMA'S GETTING AWAY! SWELL--! I'M NOT IN ANY SHAPE TO GO CHASING AFTER HIM! WONDER WHEN WE'LL MEET AGAIN?

SOMETIME LATER, AT THE SAINT LAUREN SUMMIT...

ONCE I FINISH PACKING, I'LL PHONE THE ROSE AND INFORM HIM OF MY DECISION TO TEMPORARILY POSTPONE OUR CONTRACT!

BING BONG

THE DOORBELL!

HIYA, PAL, WE'VE GOT A MESSAGE FOR YOU... FROM THE ROSE.

REALLY?

PLEASE COME IN...

HOW DID PUMA REACT TO THE NEWS THAT WE WERE CANCELING HIS CONTRACT?

REAL GOOD.

IN FACT, HE LOOKED A LITTLE RELIEVED...

I TRUST YOU INFORMED HIM THAT HE WILL BE ADEQUATELY COMPENSATED FOR HIS TIME--?

YEAH! HE WAS PLEASED TO HEAR THAT, TOO!

WHAT ABOUT THE KINGPIN, BOSS? ARE YOU GOING TO LET HIM GET AWAY WITH MUSCLING YOU AROUND?

ONE MUST BE A REALIST IN THESE MATTERS, MR. JOHNSTON. THE KINGPIN OF CRIME CURRENTLY HOLDS ALL THE CARDS. IT WOULD BE PURE SUICIDE TO DEFY HIM.

PERHAPS THAT CAN CHANGE...WITH *MY* HELP!

WHO--?!

ALLOW ME TO INTRODUCE MYSELF! I AM...

HOBGOBLIN!

FOR A SEEMINGLY ETERNAL INSTANT, THE ROSE STUDIES THE MYSTERIOUS FIGURE WHO HOVERS IN THE AIR BEFORE HIM!

AND THEN, BENEATH HIS LEATHER MASK, THE ROSE BEGINS TO SMILE! AND PLAN--!

AT THAT EXACT MOMENT, A TAXI DISCHARGES A PASSENGER AT 410 CHELSEA STREET...

HOME AT LAST! THAT TUSSLE WITH PUMA LEFT ME SO WRECKED--THAT I BARELY HAD ENOUGH STRENGTH TO CHANGE INTO MY CIVVIES--AND FLAG DOWN THIS HACK!

÷WHEW÷ WHAT A DAY! MY BACK IS KILLING ME, AND MY ARM FEELS WORSE!

AND MY MIND IS BUZZING WITH SO MANY UNANSWERED QUESTIONS!

WHY DID PUMA ATTACK ME IN THE FIRST PLACE? WHY DIDN'T HE FINISH ME OFF WHEN HE HAD THE CHANCE?

HHM! SOUNDS LIKE SOMEONE'S INSIDE MY APARTMENT! I WONDER IF FELICIA'S BACK--?

MARY JANE--?!

OMIGOSH, I HAD FORGOTTEN ALL ABOUT HER!

PETER--!

YOU'RE BACK! YOU'RE SAFE--!

ALL THAT CRASHING AND SHOUTING--! I THOUGHT I'D GO OUT OF MY MIND!

EVERYTHING'S ALL RIGHT, MJ! THOSE SOUNDS YOU HEARD WERE ONLY, ER, ONLY...

YOU DON'T HAVE TO MAKE UP ANOTHER ONE OF YOUR PHONY EXCUSES, PETER! NOT NOW--!

I KNOW THE TRUTH! THE *REAL* TRUTH!

WHAT ARE YOU TALKING ABOUT?

I'VE KNOWN YOUR SECRET FOR YEARS! UP UNTIL TODAY, I ALWAYS THOUGHT I COULD COPE WITH IT IF I EVER HAD TO EXPERIENCE IT FIRSTHAND--BUT I CAN'T! *I CAN'T--!*

I JUST CAN'T COPE WITH THE FACT THAT PETER PARKER IS SECRETLY *SPIDER-MAN!*

TO BE CONTINUED--!

MARVEL®

© 1984 MARVEL COMICS GROUP

TM

60¢
258
NOV
02457

APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN

STAN LEE PROUDLY PRESENTS A STUNNING NEW CHAPTER IN THE LIFE OF...

SPIDER-MAN™

"THE SINISTER SECRET OF SPIDER-MAN'S NEW COSTUME!"

ALL IN ALL, IT'S BEEN A ROTTEN WEEK FOR **PETER PARKER.** IN HIS COSTUMED IDENTITY AS THE AMAZING **SPIDER-MAN,** HE HAS ALREADY FACED DEATH AT THE HANDS OF **SILVERMANE*** AND THE MAN-BEAST KNOWN AS **PUMA****...

TOM DEFALCO --WRITER

RON FRENZ --PENCILER

JOSEF RUBINSTEIN --INKER

JOE ROSEN --LETTERER

BOB SHAREN --COLORIST

DANNY FINGEROTH --EDITOR

JIM SHOOTER --EDITOR-IN-CHIEF

AND NOW, AS HE RETURNS TO HIS CHELSEA APARTMENT, HE IS GREETED BY **MARY JANE WATSON,** ONE OF HIS OLDEST, DEAREST FRIENDS, WHO STAGGERS HIM WITH A MOST STARTLING REVELATION...

I KNOW YOUR SECRET, PETER! I'VE KNOWN IT FOR YEARS!

YOU ARE **SPIDER-MAN!**

*SPECTACULAR SPIDER-MAN #94 & #95.
**AMAZING SPIDER-MAN #256 & 257--DANNY.

MY SECRET IDENTITY--! SHE KNOWS!

SHE KNOWS!

THIS IS ALL PUMA'S FAULT! IF ONLY HIS SUPER-SENSES HADN'T LED HIM HERE WHILE MARY JANE WAS VISITING--!*

MY SPIDER-SENSE WARNED ME OF HIS APPROACH IN SUFFICIENT TIME TO SHOVE HER INTO THE HALLWAY--OUT OF HARM'S WAY--BUT SHE MUST HAVE HEARD THE COMMOTION WHEN HE ATTACKED ME!

*SEE LAST ISSUE FOR DETAILS--DANNY.

MARY JANE! WAIT--!

WE HAVE TO TALK!

WHAT'S THE USE, PETER?

YOU'RE ONLY GOING TO LIE TO ME!

YOU'LL DENY EVERYTHING, AND I REALLY CAN'T BLAME YOU!

AFTER ALL, HOW COULD YOU EVER CONFIDE IN AN AIRHEAD LIKE MARY JANE WATSON?!?

MARY JANE, PLEASE--!

I CARE ABOUT YOU, PETER! I REALLY DO! BUT YOU COME WITH SO MUCH BAGGAGE! YOU CAN'T IMAGINE HOW HARD IT IS TO ACCEPT THE FACT THAT ONE OF MY CLOSEST FRIENDS IS CONSTANTLY OUT RISKING HIS LIFE!

THAT'S WHY I ORIGINALLY LEFT NEW YORK!

I JUST COULDN'T TAKE IT ANYMORE!

2

I HAD TO GET AWAY FROM YOU... AND SPIDER-MAN!

UH-OH! AS IF I DIDN'T HAVE ENOUGH TO WORRY ABOUT, I SENSE SOMEONE OUTSIDE MY WINDOW--!

HAS PUMA RETURNED TO STRIKE AGAIN?!

OH--!

WHAT'S HAPPENING, LOVER? I JUST STOPPED BY TO--

WHOOPS!

IT'S TRUE, IT'S ALL TRUE!

OH, NO! THE BLACK CAT JUST BLEW MY SECRET IDENTITY FOR SURE!

I... I GUESS I SHOULD BE GOING!

NO!

OF COURSE SHE SHOULD GO! SHE DOESN'T BELONG HERE!

MARY JANE, DON'T--!

CAT, PLEASE--!

WHO IS SHE?

WHAT'S SHE DOING HERE?

WHY DON'T YOU ANSWER ME?

GOODBYE, PETER!

MARY JANE!

PLEASE

DON'T

GO

PLEASE...

LET HER GO, LOVER! YOU DON'T NEED THAT BIMBO!

WHO IS SHE ANYWAY?

SHE'S A FRIEND, CAT! *A FRIEND!* BUT YOU JUST RUINED EVERYTHING!

HOW MANY TIMES HAVE I WARNED YOU ABOUT COMING IN MY FRONT WINDOW? *HOW MANY?!*

NO SALE, PARTNER! I'M NOT TAKING ANY OF YOUR GRIEF! NOT NOW--!

YOU'RE JUST MAD 'CAUSE I SCARED YOUR CUTIE!

WELL, I'M GLAD I DID! I THOUGHT WE HAD AN UNDERSTANDING! I THOUGHT YOU LOVED ME--!

I GUESS I WAS WRONG...

NO, CAT! *WAIT--!* YOU DON'T UNDERSTAND!

NO!

I WON'T LET YOU RUN OUT ON ME, TOO!

PWIP!

SUDDENLY, A SLENDER STRAND OF WEBBING BURSTS FROM PETER PARKER'S JACKET--

--STARTLING HIM NO LESS THAN THE BLACK CAT!

HEY!

YOU...WEBBED ME... BUT YOU DIDN'T EVEN *TRY* TO STOP HER! THAT MUST MEAN...

OH, SPIDER! I'M SO SORRY I DOUBTED YOU! CAN YOU EVER FORGIVE ME?

YEAH, SURE...

THAT WEBBING REALLY THREW ME!

*THOUGH HIS JACKET RESEMBLES ORDINARY CLOTH, PETER PARKER KNOWS THAT IT IS SECRETLY AN ALIEN, BLACK COSTUME, ACQUIRED ON A DISTANT PLANET,*WHICH CAN ASSUME ANY APPEARANCE HE DESIRES...*

I...NEVER REALIZED MY COSTUME COULD DO THAT--

* *SEE THE MARVEL SUPER HEROES SECRET WARS LIMITED SERIES, ON SALE NOW-- DANNY.*

--WHILE IT WAS STILL DISGUISED TO LOOK LIKE CIVVIES!

I'D BETTER BE MORE CAREFUL IN THE FUTURE!

I KNOW SO LITTLE ABOUT THIS COSTUME, AND ITS WEIRD ABILITIES--!

THAT TROUBLES ME, A LOT!

HEARTSDALE, NEW MEXICO...

FIREHEART ENTERPRISES

WILL THAT BE ALL, MR. FIREHEART?

YES, WILLIS. PICK ME UP AT THE USUAL TIME.

THOMAS, YOU'RE BACK--! HOW WAS YOUR TRIP TO NEW YORK?

INTERESTING, BUT NOT QUITE AS SUCCESSFUL AS I'D HOPED. WHAT'S NEW HERE?

HHM! LET'S SEE...

THE GOVERNOR CALLED. HE'D LIKE AN APPOINTMENT THIS THURSDAY.

FINE!

ER... JENNA, BEFORE WE GET BOGGED DOWN WITH BUSINESS, I HAVE A JOB FOR YOU...

ASSEMBLE A DOSSIER ON THE NEW YORK VIGILANTE WHO GOES BY THE NAME OF *SPIDER-MAN!*

GET EVERYTHING YOU CAN ON HIM! I AM ESPECIALLY INTERESTED IN ANY FILMS WHICH SHOW HIM IN ACTION.

I UNDERSTAND, THOMAS.

I KNEW YOU WOULD.

I KNOW JENNA DOESN'T APPROVE OF MY ACTIVITIES AS *PUMA*, BUT THAT CAN'T BE HELPED. MY FIRST ENCOUNTER WITH SPIDER-MAN ENDED IN A STALEMATE. I INTEND TO BE BETTER PREPARED FOR OUR NEXT MEETING.

OUR NEXT AND *FINAL* MEETING!

MEANWHILE, AT 410 CHELSEA STREET...

THERE! THAT OUGHT TO KEEP OUT ANY MORE UNWANTED VISITORS!

BWAK! BWAK! BWAK!

PUMA REALLY DID A JOB ON THIS WINDOW!*

BWAK! BWAK!

WHICH BRINGS UP ANOTHER PROBLEM! THE GUY MAY NOT REALIZE THAT PETER PARKER IS SPIDER-MAN, BUT HE DOES KNOW WHERE I LIVE!

* SEE LAST ISSUE -- DANNY.

SO WHAT DO I DO -- MOVE?!

I CAN'T E'EN AFFORD THIS DIVE!

GUESS I OUGHT TO TRY MARY JANE AGAIN! THE LADY AND I HAVE TO TALK!

MOMENTS LATER, AT A FASHIONABLE UPPER WEST SIDE BROWNSTONE...

BRR-INGG!

BRR-INGG!

I WISH I COULD SAY GOODBYE TO YOU, PETER --

BRR-INGG!

--BUT IT'S BETTER FOR BOTH OF US IF I JUST QUIETLY VANISH OUT OF YOUR LIFE!

OH--!

THAT PHOTO MUST HAVE BEEN TANGLED UP WITHIN THIS BLOUSE!

GAYLE AND THE BOYS--!

OH, NO! IT'S HAPPENING ALL OVER AGAIN --!

I'M RUNNING OUT ON PETER JUST LIKE I RAN OUT ON MY OWN SISTER!

BRR-INGG!

WHY? WHY CAN'T I EVER STOP RUNNING?!

NO ANSWER!

IT'S JUST AS WELL! WHAT WOULD I SAY TO HER ANYWAY?!

"HEY, MJ, IT'S ALL TRUE! I REALLY AM SPIDER-MAN, BUT YOU DON'T KNOW THE HALF OF IT...

"NOT ONLY DO I POSSESS THE PROPORTIONATE STRENGTH, SPEED AND AGILITY OF A SPIDER, I EVEN OWN A WEIRDO COSTUME WHICH RESPONDS TO MY THOUGHTS AND HANGS ITSELF UP AT NIGHT--!"

YEAH, THAT WOULD REALLY WOW HER!

AW, WHAT'S THE USE? EVERYWHERE I LOOK, I SEE MORE AND MORE PROBLEMS...

MY AUNT MAY WON'T SPEAK TO ME BECAUSE I DROPPED OUT OF GRADUATE SCHOOL!

MY RELATIONSHIP WITH THE BLACK CAT SEEMS TO BE GETTING SHAKIER BY THE MOMENT!

AND, THERE'S A HOST OF BADDIES WHO'D JUST LOVE TO ACE ME!

JOE ROBERTSON IS GIVING ME HASSLES AT WORK!

=SHEESH= WHY DOES EVERYTHING HAVE TO BE SO COMPLICATED?

IT'S SO DEPRESSING! SOMETIMES I FEEL LIKE I HAVE ABSOLUTELY NO CONTROL OVER MY OWN LIFE!

THAT FRIGHTENS ME...

SOON, A TROUBLED SLEEP CLAIMS THE TIRED, BROODING YOUNG MAN. BUT, SHORTLY AFTER IT DOES...

...HIS UNCANNY COSTUME BEGINS TO STIR!

SERPENTLIKE, IT GLIDES ACROSS THE FLOOR, REACHING FOR HIM--

--FLOWING OVER HIM, UNTIL IT COVERS HIS ENTIRE BODY!

AND THEN...

AND YET, EVEN THOUGH SPIDER-MAN HAUNTS THIS NIGHT, AGILELY SPRINGING FROM ROOFTOP TO ROOFTOP...

...IF WE COULD PEER BENEATH HIS MASK, WE WOULD SEE THAT PETER PARKER IS OBLIVIOUS TO ALL!

HE SLEEPS--

--AND DREAMS!

GASP

G-GOTTA KEEP RUNNING! CAN'T STOP--!

I CAN SENSE SOMETHING BEHIND ME! SOMETHING MONSTROUS!

IT'S GAINING ON ME! GETTING CLOSER--! CLOSER--!

ARGHH!

WAIT--! I CAN SEE IT BREAKING THROUGH THE MIST!

NO! IT CAN'T BE--! NOT YOU!

NOT YOU--!

SWAK!

WHA--? SOMETHING'S FORCING IT BACK! PUSHING IT AWAY--!

OH NO--!

IT... CAN'T BE!

PWAM!

I GOTTA GET AWAY FROM THESE MONSTERS BEFORE THEY KILL ME!

=UGNN=

NO! NO! LET ME GO!

STOP IT! PLEASE--! YOU'RE HURTING ME!

YOU'RE TEARING ME APART!

NOOOOO!

=WHEW= TALK ABOUT *GRADE A* NIGHTMARES!

AND I LOOKED LIKE I DID IN HIGH SCHOOL--!

WISH I KNEW WHAT TO MAKE OF THAT!

HEY!

THAT DREAM MUST HAVE SPOOKED ME MORE THAN I REALIZED!

IT LOOKED LIKE MY COSTUME WAS MOVING JUST THEN--

--BUT I DIDN'T THINK IT COULD DO THAT WITHOUT AT LEAST SOME SORT OF MENTAL COMMAND FROM ME!

UH-OH! IT'S LATER THAN I THOUGHT! MUST BE LATE AFTERNOON!

LOOKS LIKE I SLEPT THROUGH ANOTHER DAY!

I'VE BEEN DOING THAT LATELY! IN FACT, I'VE BEEN DOING A LOT OF STRANGE THINGS...

WELL, I CAN'T KEEP LIVING ON THE EDGE LIKE THIS--!

I'VE JUST GOT TO GET MYSELF TOGETHER! GOT TO TAKE CHARGE OF MY LIFE!

AND, I'M GOING TO START BY GETTING SOME HARD ANSWERS ABOUT MY COSTUME...

AND SO, SOMETIME LATER...

THERE'S MY DESTINATION!

THE *BAXTER BUILDING*-- HEADQUARTERS OF THE *FANTASTIC FOUR!*

REED RICHARDS ONCE VOLUNTEERED TO ANALYZE MY COSTUME FOR ME!

BUT I JUST NEVER MADE THE TIME TO DROP IN ON HIM... UNTIL NOW!

HOPE HE'S HOME!

I WONDER IF I SHOULD HAVE PHONED AHEAD FOR AN APPOINTMENT?

UNKNOWN TO SPIDER-MAN, *SCANNERS*-- LOCATED ON THE BUILDING'S ROOFTOP-- ARE ALREADY AWARE OF HIS PRESENCE...

AND, ONCE THEY HAVE CONFIRMED HIS IDENTITY...

THIS WINDOW SUDDENLY OPENED IN FRONT OF ME! AND SINCE I'M NOT GETTING ANY SPIDER-SENSE DANGER WARNING TINGLE...

...I MIGHT AS WELL TAKE ADVANTAGE OF IT!

GREETINGS, SPIDER-MAN!

WHA--?! WHO ARE YOU?

I AM H.U.B.E.R.T.

MR. FANTASTIC AND THE HUMAN TORCH HAVE ALREADY BEEN NOTIFIED OF YOUR ARRIVAL. I SHALL ESCORT YOU TO THEM.

YEAH, THANKS.

I SHOULD HAVE REALIZED THAT *FF* HEADQUARTERS WOULD BE PROTECTED AGAINST SURPRISE VISITORS!

MOMENTS LATER...

YOU MAY ENTER THE THIRD LABORATORY ON THE LEFT. THEY ARE WAITING FOR YOU INSIDE.

WOW! THIS PLACE IS HUGE! AWESOME--!

HIYA, WEBS!

I'M SORRY THAT THE TORCH AND I COULDN'T BE THERE TO GREET YOU WHEN YOU ARRIVED, SPIDER-MAN, BUT WE WERE RIGHT IN THE MIDDLE OF A VERY IMPORTANT EXPERIMENT IN HEAT CONVERSION.

LONG TIME NO SEE, SPIDEY!

WHY THE UNEXPECTED VISIT?

I...ER...COULD USE SOME HELP, MATCHSTICK!

MY NEW COSTUME HAS BEEN ACTING KIND'A WEIRD LATELY, AND I WAS WONDERING IF...

NO PROBLEM, SON! I'D BE GLAD TO EX-AMINE IT FOR YOU!

IN FACT, I WAS HOPING YOU'D TAKE ME UP ON MY EARLIER OFFER!

JUST RELAX--! IT WILL ONLY TAKE ME A FEW MINUTES TO ASSEMBLE THE PROPER TESTING EQUIPMENT.

I DON'T WANT TO ALARM SPIDER-MAN UNNECESSARILY, BUT IF WHAT I SUSPECT IS TRUE... THIS COSTUME IS FAR MORE THAN IT APPEARS TO BE!

MOMENTS LATER, THE TESTS BEGIN...

HM! NO TRACE OF ANY MECHANICAL STRUCTURES!

WHERE CAN THAT WEBBING BE ORIGINATING FROM?

PWIP!

IT CAN APPARENTLY MIMIC ANY OUTWARD APPEARANCE THAT YOU CAN PICTURE IN YOUR MIND! FASCINATING--!

AND THE WAY IT FLOWS ON AND OFF YOUR BODY--! AMAZING!

MEANWHILE, ACROSS TOWN--

--AT THE PENTHOUSE APARTMENT OF THE CRIMINAL MASTERMIND KNOWN SIMPLY AS ...THE ROSE!

MR. JOHNSTON! MR. VARLEY!

I WISH YOU TWO WOULD STOP GAWKING AT OUR GUEST.

IT IS RATHER RUDE.

YOU NEEDN'T STAND ON SUCH CEREMONY, ROSE! I'M QUITE USED TO PEOPLE STARING AT ME!

AFTER ALL, WHO WOULDN'T BE IMPRESSED BY--

--THE HOBGOBLIN!

YES, YOU ARE IMPRESSIVE. I'LL GIVE YOU THAT!

HOWEVER, BEFORE I LISTEN TO WHATEVER PROPOSALS YOU WISH TO MAKE, THERE IS ONE SMALL MATTER WHICH CONCERNS ME!

ACCORDING TO SOME VERY RELIABLE WITNESSES, THE HOBGOBLIN IS DEAD*...

AS YOU CAN SEE FOR YOURSELF, THE RUMORS OF MY DEATH ARE GREATLY EXAGGERATED!

*SEE ISSUE# 251 -- DANNY.

PERHAPS. AND YET, ANY MAN CAN DON A COSTUME...EVEN ONE AS OUTLANDISH AS YOURS.

I TRUST YOU WILL NOT OBJECT TO A LITTLE TEST.

BZ-ZAT!

A TEST? OH, COME NOW, ROSE...

ONLY CHILDREN AND AMATEURS NEED TESTS...SO THAT THEY CAN PROVE THEIR SKILLS!

I AM THE HOBGOBLIN--

-- AND I WOULD FIND THIS WHOLE CHARADE INSULTING...

...WERE IT NOT SO *AMUSING!*

AARGH!

ENOUGH!

FIVE SECONDS! HE TOOK OUT A HANDFUL OF OUR BEST MEN IN FIVE SECONDS! UNBELIEVABLE--!

NOW THEN, LET'S GET DOWN TO BUSINESS, SHALL WE?

I BELIEVE YOU HAVE A PROPOSITION...

I DO! ONE WHICH WILL HELP INCREASE YOUR POWER...UNTIL IT RIVALS THAT OF THE KINGPIN OF CRIME HIMSELF--

I AM SATISFIED THAT YOU ARE WHO YOU CLAIM TO BE!

I WOULD APPRECIATE IT IF YOU PUT THAT MAN DOWN GENTLY--AND SPARED ME THE COST OF HIS HOSPITALIZATION!

--WHILE, AT THE SAME TIME, IT ALSO INSURES THE DEATH OF OUR MUTUAL FOE... *SPIDER-MAN!*

MEANWHILE...

TELL ME, WEBS, DO YOU EVER THINK ABOUT THE BEYONDER'S PLANET?

SOMETIMES... LATE AT NIGHT...BUT I WISH I DIDN'T!

WHEN I REMEMBER WHAT GALACTUS HAD PLANNED TO DO TO US--!* WELL, I STILL GET THE SHAKES!

REFRESHMENTS, GENTLEMEN?

* SEE THE SECRET WARS--DANNY.

HEY--! THAT'S NEAT THE WAY YOUR COSTUME MELTS AWAY FROM YOUR MOUTH LIKE THAT!

YEAH, I JUST HOPE REED CAN EXPLAIN HOW IT DOES THESE TRICKS!

MAYBE HE'S GOT IT FIGURED OUT BY NOW. LET'S GO SEE...

HOW'S IT GOING, REED?

ALMOST THROUGH! JUST RECHECKING THIS DATA!

THESE RESULTS ARE ALMOST TOO STARTLING TO BELIEVE--!

SPIDER-MAN, UP UNTIL NOW, YOU'VE BEEN UNDER THE IMPRESSION THAT YOUR COSTUME IS COMPOSED OF AN ALIEN MATERIAL WHICH POSSESSES MANY RATHER UNIQUE ABILITIES...

UNFORTUNATELY, THIS ISN'T THE CASE!

YOU ARE WEARING A HIGHLY EVOLVED *SYMBIOTE*-- A SENTIENT BEING WHICH HAS ATTACHED ITSELF TO YOU BOTH MENTALLY AND PHYSICALLY!

YOU MEAN... IT'S ALIVE?!

YOU'RE KIDDING, RIGHT?!

THIS IS A GAG!?!

I'M AFRAID NOT!

I SUGGEST YOU REMOVE IT IMMEDIATELY!

OKAY, SURE--

YEOW! I CAN'T--!

I'M ORDERING IT TO GET OFF ME-- BUT IT WON'T BUDGE!

IN FACT, IT'S GETTING TIGHTER! CRUSHING ME--!

OH, NO! IT'S JUST AS I FEARED--!

THE COSTUME IS AFRAID OF BEING SEPARATED FROM ITS HOST! IT'S ATTEMPTING TO PERMANENTLY GRAFT ITSELF TO SPIDER-MAN'S BODY!

WHAT SHOULD I DO, REED? TRY BURNING IT OFF HIM?

NO! THAT'S MUCH TOO DANGEROUS! YOU MIGHT SCORCH SPIDER-MAN IN THE PROCESS!

WE'LL HAVE TO TRY SOME-THING ELSE--!

WITHOUT ANOTHER WORD, MR. FANTASTIC STRETCHES HIS ARM DOWN A MAZE OF CORRIDORS--

16

--UNTIL, UNERRINGLY, IT REACHES HIS GOAL--

--HIS SONIC BLASTER!

AND THEN...

ARE YOU SURE THIS IS GOING TO WORK?

NO, BUT WE CAN PRAY--!

HURRY! *PLEASE--!*

IT'S WORKING--! THE SONIC WAVES ARE DRIVING IT OFF SPIDER-MAN'S BODY!
GET READY, JOHNNY--!
I READ YOU LOUD AND CLEAR, BOSS-MAN!
FLAME ON!
THERE--! I'VE ENCIRCLED IT WITHIN A WALL OF FLAME!
GOOD WORK!
NOW, AS IT TRIES TO LEAP OVER THE FLAMES--
--ALL I HAVE TO DO IS SCOOP IT INTO THIS SPECIAL CONTAINER...
...WHICH CAN LATER BE PROGRAMMED TO DUPLICATE ITS ORIGINAL ALIEN ENVIRONMENT!
IF YOU SAY SO!
HEY, SPIDEY--
--WHY ARE YOU COVERING YOUR FACE? YOU CAN'T BE *THAT* UGLY!
GIVE ME A BREAK, TORCH!
YOU MAY NOT HAVE A SECRET IDENTITY, BUT *I* DO!
RELAX, SON! I'M CERTAIN THE TORCH CAN RUSTLE UP SOMETHING FOR YOU!
YEAH, LEAVE EVERYTHING TO ME!
HM--!
AND SHORTLY...
PREEEESENTING...THE ALL-NEW, TOTALLY REVAMPED *SPIDER-MAN!*
VERY FUNNY, FLAMEBRAIN! I'LL GET YOU FOR THIS--!
COULDN'T BE HELPED, WEBS! IT WAS EASY ENOUGH TO DIG UP AN OLD COSTUME FOR YOU TO SLIP INTO--
--BUT ÷HEH HEH÷ WE WERE A LITTLE SHORT ON MASKS...

KNOCK IT OFF, TORCH!

I STILL HAVE SOME IMPORTANT MATTERS TO DISCUSS WITH SPIDER-MAN!

I ASSUME THIS BELONGS TO YOU! IT MUST HAVE SLIPPED OUT OF YOUR COSTUME DURING ALL THE CONFUSION!

AS FOR THE "COSTUME" ITSELF...WELL, I THINK IT BEARS FURTHER INVESTIGATION...

SAY NO MORE--! YOU CAN *HAVE* IT!

I NEVER WANT TO SEE IT, AGAIN!

WHY WOULD SPIDER-MAN CARRY A CAMERA?

C'MON, SPIDEY! SINCE YOU CAN'T WEB-SWING YOUR WAY OUT OF HERE, I'LL GIVE YOU A LIFT TO A NEARBY ROOFTOP...

AND SO, SHORTLY...

ADIOS, AMIGO! I'M SURE YOU CAN GET HOME FROM HERE...WHEREEVER IT IS THAT YOU CALL HOME!

I'LL MANAGE! THANKS FOR THE RIDE!

THINK NOTHING OF IT! =HEH HEH= I HAVEN'T HAD THIS MUCH FUN SINCE I PULLED MY LAST APRIL FOOL'S GAG ON THE THING!

WHAT A DAY! I'M SO BUMMED OUT ABOUT MY COSTUME THAT I CAN'T EVEN GET MAD AT THE TORCH!

A SYMBIOTE! WHAT COULD IT HAVE BEEN FEEDING OFF OF? GLANDULAR SECRETION? FAT CELLS? BODILY WASTES--?

=*BRRR*= WHAT GRUESOME POSSIBILITIES--!--HEY! THIS COULD EXPLAIN WHY I'VE BEEN SO TIRED AND LISTLESS LATELY!

OH, NO!

AS IF I DIDN'T HAVE ENOUGH ON MY MIND, MY SPIDER-SENSE JUST STARTED A FOUR ALARM DANGER-BUZZ!

AND, I THINK I HEAR--

"--GUNSHOTS!"

LIQU

BLANG! BLANG!

POLICE

KA-POW!

OF ALL THE BLASTED LUCK--! THIS WOULD HAVE BEEN A SIMPLE HIT AND RUN IF THAT STUPID COP HADN'T STUMBLED ONTO THE SCENE!

COVER ME, HARRY! I THINK I'VE GOT A GOOD ANGLE ON HIM!

GO TO IT, KID! TAKE HIM--!

BLANG! BLANG! BLANGG!

=UNN=

I WINGED HIM!

GOOD SHOT, KID!

LET GO OF ME!

I GOT US A HOSTAGE! NOTHING CAN STOP US NOW--

KA-SPWAT!

WANNA BET?

GOTTA MAKE THIS SHORT AND SWEET!

THAT COP WASN'T SERIOUSLY INJURED, BUT HE DOES NEED MEDICAL ATTENTION!

THREE DOWN, AND ONLY LAUGHING BOY TO GO--!

=SHEESH= I GOTTA KEEP THIS MASK FROM FALLING OFF MY FACE! I WONDER IF I LOOK AS DUMB AS I FEEL?

WH-WHO ARE YOU? WHAT DO YOU WANT?

ME? I'M JUST YOUR FRIENDLY NEIGHBORHOOD TRAVEL AGENT!

AND I'M HERE TO PRESENT YOU WITH A FREE TICKET TO LOOSE TOOTH CITY!

FWAK!

PLEASANT DREAMS, CHUCKLES!

YOU ALL RIGHT, LADY?

I...ER... THINK SO, THANKS!

LOOKS LIKE POLICE REINFORCEMENTS HAVE FINALLY ARRIVED--

--AND THEY'VE BROUGHT A WHOLE PASSEL OF REPORTERS WITH THEM!

OH, NO!

HOLD ON, FELLA! WE'D LIKE TO ASK YOU SOME QUESTIONS!

YOU'RE UNARMED! HOW'D YOU EVER SUB-DUE FOUR GUNMEN?

WHY ARE YOU WEARING AN OUTDATED FANTASTIC FOUR COSTUME? ARE YOU A NEW MEMBER--OR DO YOU PLAN TO APPLY FOR MEMBERSHIP?

WHO ARE YOU? WHY ARE YOU DRESSED LIKE THAT?

IS THIS SOME SORT OF SUPER HERO INITIATION PRANK?

PLEASE LOOK THIS WAY--!

WHERE DID YOU COME FROM?
WHY ARE YOU HERE?
WHAT DO YOU CALL YOURSELF?
DO YOU HAVE ANY SUPER POWERS?
POP
FLASH
POP
WHAT'S THE SIGNIFICANCE OF THE PAPER BAG?
LET ME OUT OF HERE!

WOW! DID ANYONE CATCH THAT ON FILM? HE MUST HAVE LEAPED TWENTY-FIVE FEET STRAIGHT UP!
KICK ME
GOT TO GET AWAY--!

MINUTES LATER...
WHY ME?
I CAN'T BELIEVE ALL THAT'S HAPPENED IN THE LAST TWENTY-FOUR HOURS!
MARY JANE ANNOUNCED THAT SHE'S ALWAYS KNOWN THAT I'M SPIDER-MAN! I HAVE AN ARGUMENT WITH THE BLACK CAT, AND A REAL DOOZIE OF A NIGHT-MARE!

NOT ONLY DO I LEARN THAT MY COSTUME'S ALIVE, BUT I'M ALSO MADE THE BUTT OF ONE THE HUMAN TORCH'S SICK PRANKS!
AND NOW, I'VE BEEN TOTALLY HUMILIATED
WHAT MORE COULD GO WRONG?

WHAT THE--?!
SNOW!

SWELL! NOW, IT'S SNOWING...IN THE MIDDLE OF THE SUMMER!
I DON'T KNOW WHAT'S GOING ON. I DON'T *WANT* TO KNOW.* I JUST WANT TO GO HOME, AND FORGET THIS DAY EVER STARTED
KICK ME

*IF YOU'RE CURIOUS, DEAR READER, I SUGGEST YOU PICK UP A COPY OF THOR #349, ON SALE SOON -- DANNY.

MUCH LATER...

...A SPOKESMAN FOR THE FANTASTIC FOUR DECLINED TO COMMENT TODAY ON THE SUDDEN APPEARANCE OF A NEW MASKED ADVENTURER! DUBBED THE "UNKNOWN SUPER HERO" BY THE PRESS--

--HE WAS INSTRUMENTAL IN THE ARREST OF FOUR GUNMEN WHO WERE ALLEGEDLY ROBBING A LIQUOR STORE THIS AFTERNOON!

OFFICER WILLIAM SLATTERY, WHO WAS WOUNDED AT THE SCENE, IS PRESENTLY LISTED IN SATISFACTORY CONDITION...

DAY IN EVE WAY I AM GETTI BETTE AND BETTE BURMA S

GOOD! I'M GLAD TO HEAR HE'S DOING OKAY!

HMMM...

THESE OLD WEB-SHOOTERS ARE IN A SORRY STATE!

NOW THAT I'VE LOST MY BLACK COSTUME, IT'S GONNA TAKE ME AWHILE TO OUTFIT MYSELF AS SPIDER-MAN AGAIN...

LUCKILY, I STILL HAVE AN OLD RED AND BLUE COSTUME WHICH I CAN WEAR UNTIL... *UH-OH!*

KNOCK! KNOCK!

I'M COMING--!

MARY JANE--?!

HELLO, PETER. CAN I COME IN?

HAVE YOU SEEN THE WEATHER OUTSIDE? REAL WEIRD, HUH?

YEAH, BUT WE CAN TALK ABOUT THE WEATHER SOME OTHER TIME... I'VE, ER, BEEN TRYING TO CALL YOU!

I KNOW.

LOOK, PETER, I'M REAL SORRY I RAN OUT ON YOU YESTERDAY. IT WAS A ROTTEN THING TO DO.

MARY JANE, I...

NO, PETER. PLEASE LET ME FINISH... YOU SEE, I'VE BEEN DOING A LOT OF THINKING ABOUT YOU...ABOUT US... AND I'VE COME TO A DECISION.

I'VE KNOWN YOUR SECRETS FOR QUITE SOME TIME, BUT YOU'VE NEVER KNOWN MINE. WELL, I GUESS IT'S ONLY FAIR THAT YOU DO...

MEANWHILE...

IN A SECLUDED LABORATORY LOCATED WITHIN FANTASTIC FOUR HEADQUARTERS...

WHAM! WHAM! WHAM!

THE ALIEN ENTITY, WHICH HAD BEEN SPIDER-MAN'S COSTUME, HAMMERS AT ITS UNYIELDING PRISON...

WHAM!

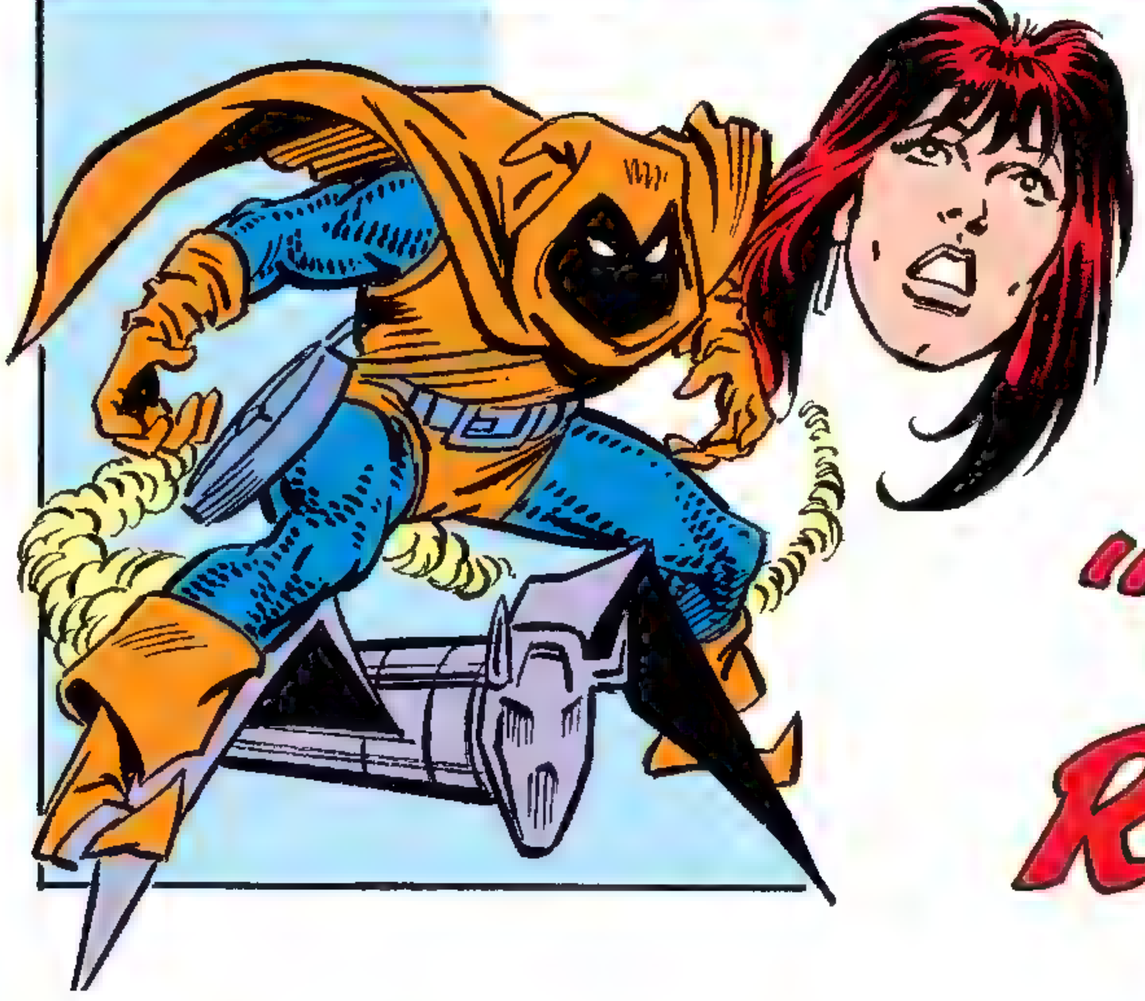
WHAM!

AND, EVEN AS IT ASSESSES ITS CURRENT SITUATION, IT BEGINS TO PLAN--!

WHAM!

TO HATE--!

TO HUNGER FOR REVENGE--!



NEXT ISSUE!

MARY JANE WATSON REVEALS HER TRAGIC PAST!

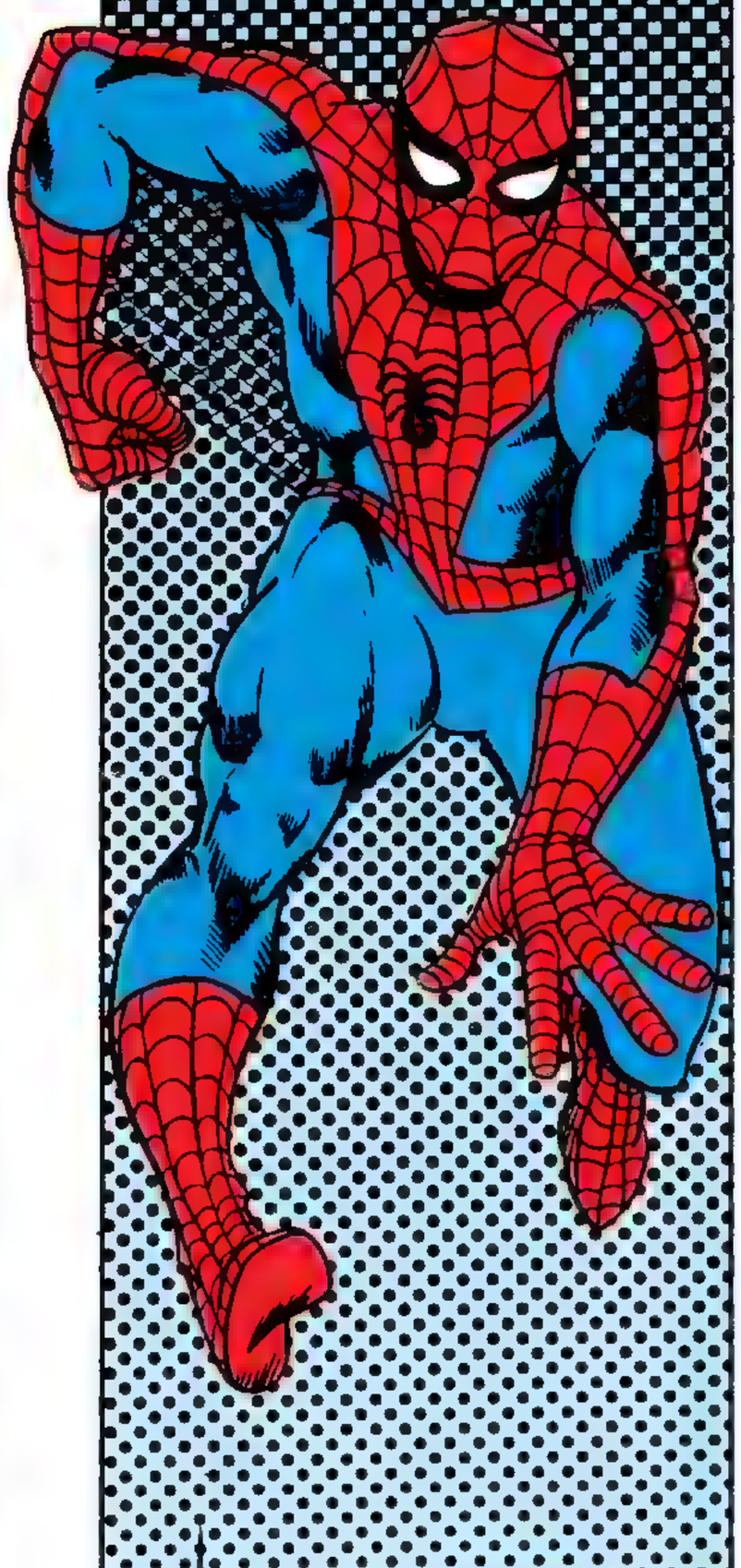
PLUS-- THE HOBGOBLIN STRIKES!

DON'T MISS...

"all My Pasts Remembered..!"

SKETCHES FROM *MARVEL AGE #12* BY RICK LEONARDI
BLACK COSTUME DESIGNED BY MIKE ZECK

NEW DIRECTIONS FOR SPIDER-MAN®



by Bob Sodaro and Mark Lerer

The story by now is history. Several years ago, while attending a demonstration of radioactivity, student **Peter Parker** was accidentally bitten by a dying spider that had been exposed to deadly radiation. To his surprise, **Peter** did not get ill, but rather developed powers which mimicked those of the spider. He now possessed enhanced strength, speed, agility, and the strange abilities to cling to walls and sense danger. Deciding at first to use his new powers to cash in, **Peter** designed a **Spider-Man** costume and, using his scientific brilliance, constructed artificial web-spinning devices. After appearing on TV, the amazing **Spider-Man** became an overnight sensation. Soon, though, the tragic death of his **Uncle Ben**, which **Peter** could have prevented, taught **Spider-Man** the lesson that with great power must come great responsibility. A phenomenal crime fighting career began.

In the years since, **Spider-Man** has fought every kind of threat, from simple thugs to criminal masterminds, from super-powered hoods to cosmic world-beaters. He has battled alongside nearly every superpowered champion, and adventured everywhere from his home in New York City to the mystic realms of **Dr. Strange**.

Now **Spider-Man** undergoes a series of dramatic changes, as the direction of the world's most popular super hero takes an innovative and bold turn under the editorship of **Danny Fingeroth**. The old creative team leaves, making way for **Tom DeFalco**, writer, and **Ron Frenz**,

© 1984 Marvel Comics Group. All rights reserved.

penciler, for **THE AMAZING SPIDER-MAN**. **PETER PARKER, THE SPECTACULAR SPIDER-MAN** will now be written and penciled by the versatile **Al Milgrom**. **MARVEL TEAM-UP**, which regularly stars **Spidey** in tandem with different Marvel heroes, has not yet been assigned a permanent writer; for a few months scripts from **Tony Isabella**, **David Michelinie**, and **Cary Burkett** will amaze you, penciled by **Spider-Man's** newest artist, **Greg LaRocque**.

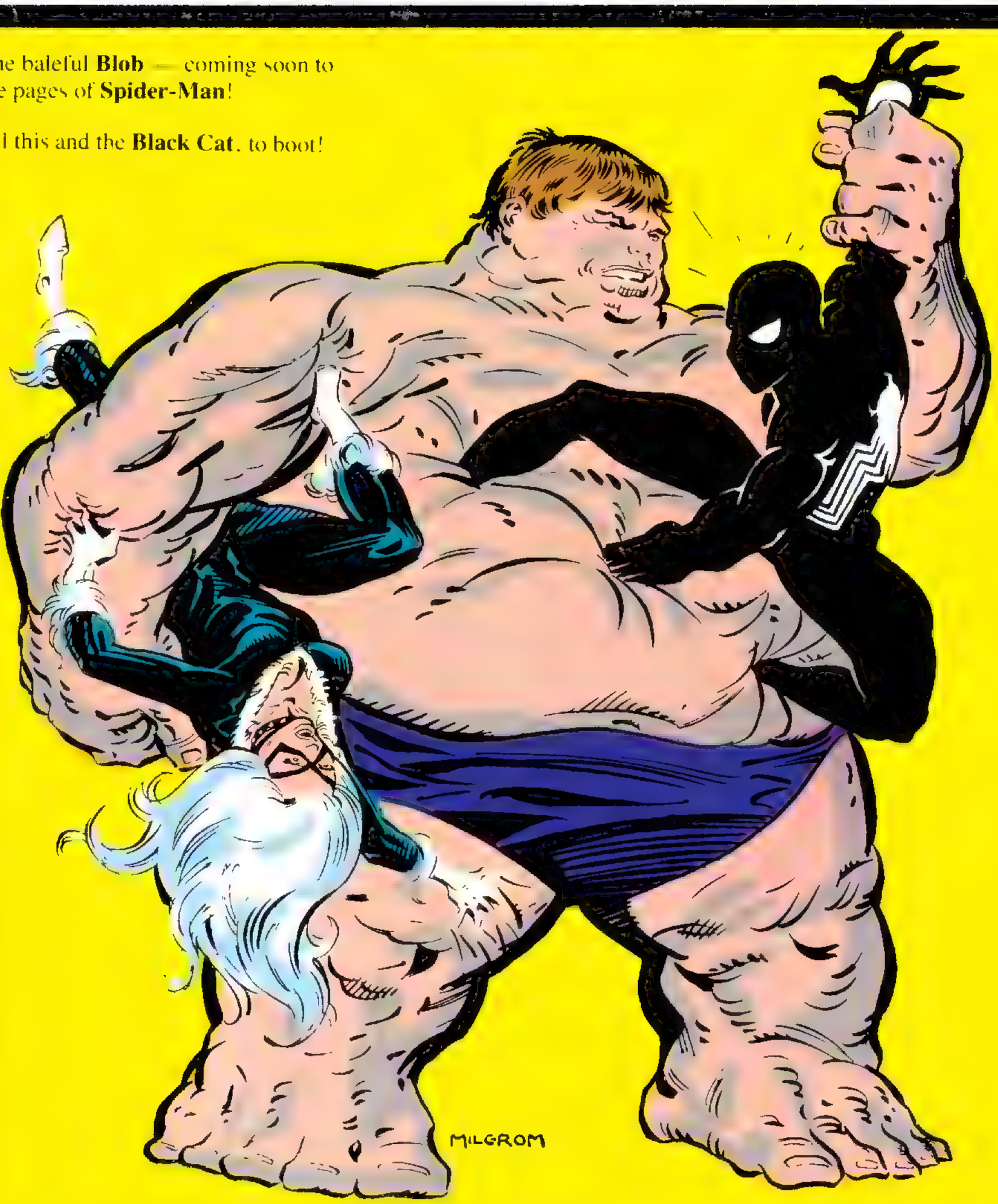
Why the changes? After all, **Spider-Man** is the world's most popular super hero as he is! **Danny Fingeroth** let us in on his personal view. "Simply put, life changes people, and **Spider-Man** was due for a change!" First, **Spider-Man** has a new costume. Next, **Peter's** personal life will take turns that readers never thought possible. Third, participation in the cosmic confrontation shown in **MARVEL SUPER HEROES: THE SECRET WARS** has changed **Peter**, his outlook, and the ways he reacts to ordinary provocations at home. These adjustments will cause many unexpected situations!

Where will **Spider-Man's** new scribes take the web-slinger? That's a closely guarded secret. A new villain named **the Rose** lurks. He's not what you'd expect an underworld crime master to be like! Also upcoming are menacing appearances by **Jack O'Lantern**, **the Red Ghost**, and of course, **the Hobgoblin**. Watch out, though — there'll be a strange twist in **the Hobgoblin** storyline — so if you thought you had the true identity of this mysterious bad guy figured out, you might have to scratch your pet theory and guess again!

Al Milgrom's stories for **SPECTACULAR SPIDER-MAN** will have a style not unlike his free-wheeling **U.S. 1 Limited Series**. **Danny** set us straight: "Oh, there'll be a lot less punning, and the humor will be a bit more sophisticated than **U.S. 1**. But **SPECTACULAR SPIDER-MAN** will be a more light-hearted book than the other **Spider-Man** titles."

The baleful **Blob** — coming soon to the pages of **Spider-Man**!

All this and the **Black Cat**, to boot!



© 1984 Marvel Comics Group. All rights reserved.

MARVEL TEAM-UP, the third **Spider-Man** title, will see the wall-crawler team up with the new **Iron Man**, **Moon Knight**, **Daredevil** and **the Black Widow**, and **Nomad**. **Danny's** policy asserts that there will be convincing reasons for **Spidey** to meet with these and the many other super heroes he'll encounter. Future team ups will have reasonable causes — and will not occur by coincidence or random happenstance.

You've all seen **Spider-Man's** sleek new costume here in the pages of **MARVEL AGE MAGAZINE**. **Spidey** receives this new set of duds in **THE SECRET WARS**. What you may not know is that this outfit does more than *look* different — it obeys **Spider-Man's** mental commands! No more having to stop and change clothes for **Peter**! There are more surprises, too — not everything about this new costume is *good*!

Felicia Hardy, **the Black Cat**, will play a major role in **Spider-Man's** future, being the current love of his life. We asked **Danny** if the **Black Cat** would marry **Spider-Man**. A sly grin appeared on **Danny's** face. All he would say was, "With love, there is always the chance for marriage. But there is also the chance for tragedy!" We have no idea what he meant by this cryptic remark, but we do know that **the Black Cat** will figure prominently in all three **Spider-Man** titles.

Danny pays close attention to the tight continuity between the three **SPIDER-MAN** books. "I want to intertwine the three books," he explained, "to make one continuous saga. But while the three titles will interrelate, you'll be able to read each as a single story."

It seems that as much about **Spider-Man's** future is unknown as is known! All we know for sure is that the last twenty years have been eventful ones for the **Amazing Spider-Man**, and the style and approach of **Danny** and the new creative crew will insure that the next twenty are off to a flying start!

MARVEL

TM

© 1992 MARVEL ENT GROUP INC

$1.25 US
$1.50 CAN
266
OCT
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

THE SAGA OF VENOM'S™ ALIEN COSTUME BEGINS!

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

RON LIM '92 & LARRY MAHLSTEDT

MARVEL TALES #266 REPRINTED *AMAZING SPIDER-MAN #252.*
COVER ART BY RON LIM & LARRY MAHLSTEDT.

MARVEL®

TM

© 1992 MARVEL ENT GROUP INC

$1.25 US
$1.50 CAN
267
NOV
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

THE SAGA OF VENOM'S ALIEN COSTUME CONTINUES!

AND NOW... THE ROSE!™

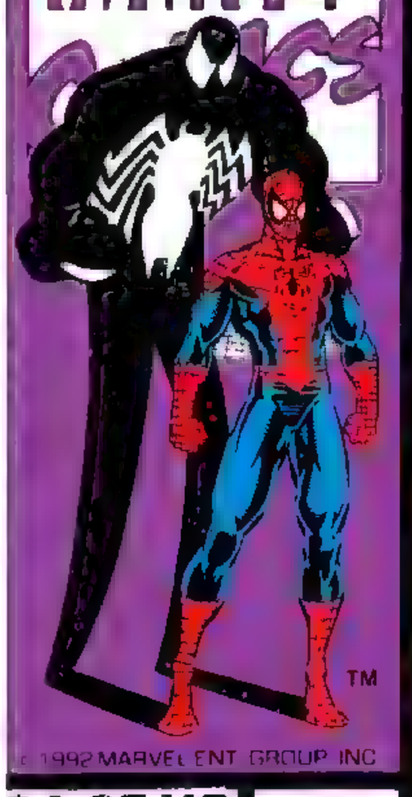
30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

RON LIM '92 + LARRY MAHLSTEDT

MARVEL TALES #267 REPRINTED *AMAZING SPIDER-MAN #253.*
COVER ART BY RON LIM & LARRY MAHLSTEDT.

MARVEL®



TM

©1992 MARVEL ENT GROUP INC

$1.25 US
$1.50 CAN
268
DEC
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

THE SAGA OF VENOM'S ALIEN COSTUME CONTINUES!

BEFORE JASON MACENDALE BECAME THE HOBGOBLIN™ HE WAS...

...THE JACK O'LANTERN!™

30TH ANNIVERSARY 1962 — 1992

THE AMAZING SPIDER-MAN

BEYOND VIDEO... THE *NEW* Dragon Quest™ GAME!
(Announcements Inside)

MARVEL TALES #268 REPRINTED *AMAZING SPIDER-MAN #254.*
COVER ART BY RON LIM & KEITH WILLIAMS.

MARVEL®

TM

1992 MARVEL ENT. GROUP, INC.

$1.25 US
$1.60 CAN
269
JAN
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

THE SAGA OF VENOM'S ALIEN COSTUME CONTINUES!

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

RON LIM 92 MILGROM

MARVEL TALES #269 REPRINTED *AMAZING SPIDER-MAN #255.*
COVER ART BY RON LIM & AL MILGROM.

MARVEL COMICS GROUP

$1.25 US
$1.60 CAN
270
FEB
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

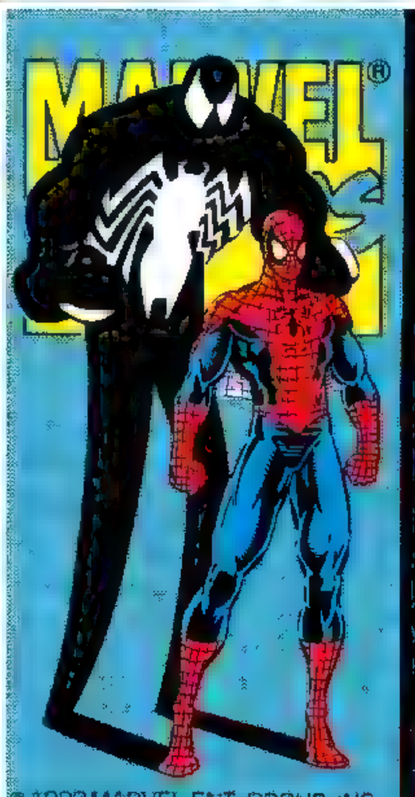
THE SAGA OF VENOM'S ALIEN COSTUME CONTINUES!

SPIDEY® VERSUS PUMA™! GUESS WHO'S WINNING...

30TH ANNIVERSARY 1962 1992

THE AMAZING SPIDER-MAN

MARVEL TALES #270 REPRINTED *AMAZING SPIDER-MAN #256.*
COVER ART BY RON LIM & KEITH WILLIAMS.



© 1993 MARVEL ENT GROUP INC

$1.25 US
$1.60 CAN
271
MAR
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES FEATURING SPIDER-MAN®

THE SAGA OF VENOM'S ALIEN COSTUME CONTINUES!

FIST TO CLAW WITH THE PUMA!™

30 YEARS X-MEN® 1963-1993

MARVEL TALES #271 REPRINTED *AMAZING SPIDER-MAN #257.*
COVER ART BY RON LIM & KEITH WILLIAMS.

$1.25 US
$1.60 CAN
272
APR
UK 85p

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL TALES™ FEATURING: SPIDER-MAN®

THE SPIDER! THE SYMBIOTE! THE SHOWDOWN!

THE SECRET OF VENOM'S ALIEN COSTUME REVEALED!

AVENGERS® ASSEMBLE! A30TH™ 30 YEARS 1963-1993

RON LIM '92 + DUSKIN

MARVEL TALES #272 REPRINTED *AMAZING SPIDER-MAN #258.*
COVER ART BY RON LIM & TERRY AUSTIN.

MARVEL COMICS

AMAZING SPIDER-MAN®

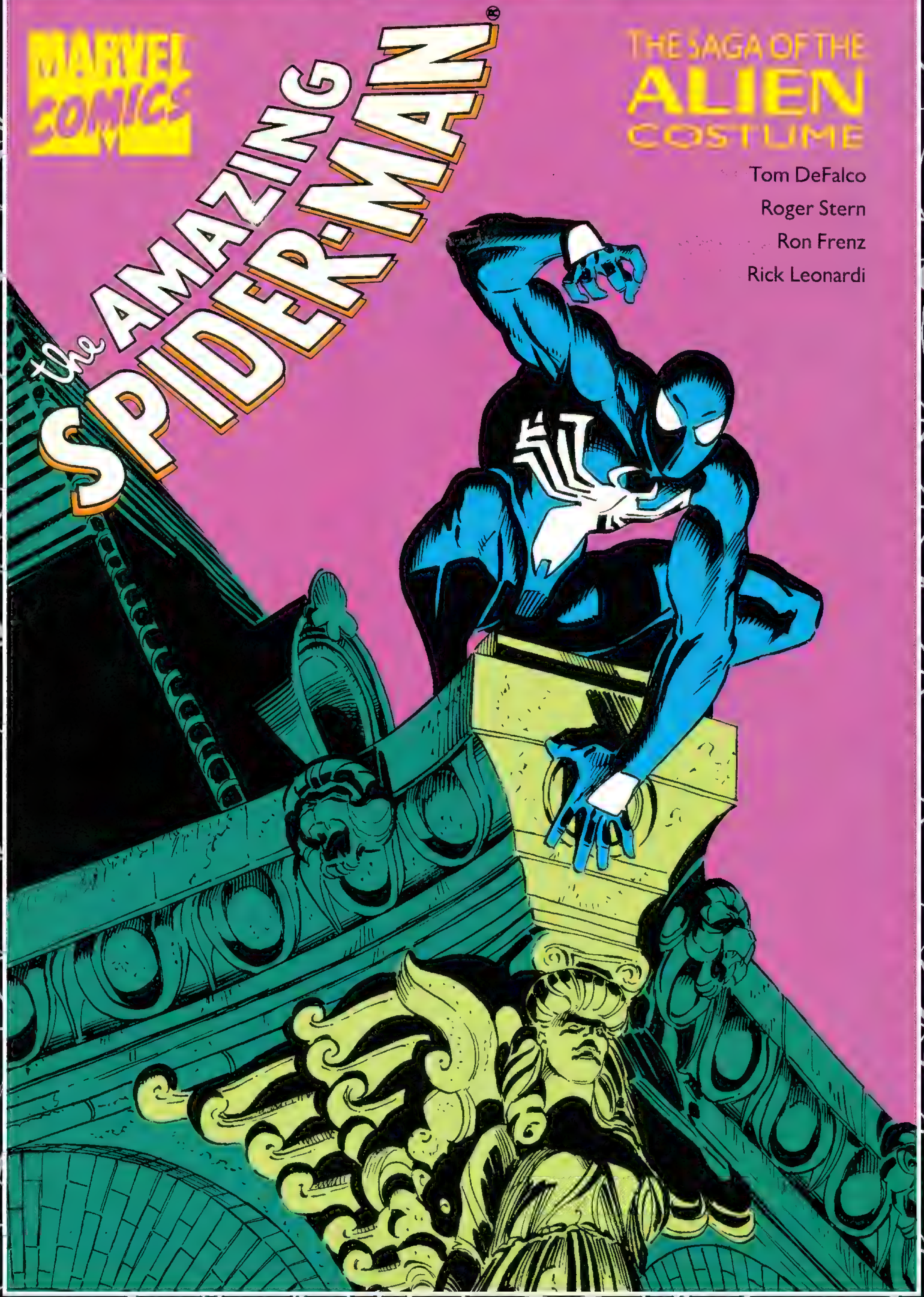
THE SAGA OF THE ALIEN COSTUME

Tom DeFalco

Roger Stern

Ron Frenz

Rick Leonardi



AMAZING SPIDER-MAN: THE SAGA OF THE ALIEN COSTUME TPB 1ST PRINTING
COVER ART BY RON FRENZ & JOSEF RUBINSTEIN

MARVEL COMICS

$9.95 US
$11.95 CAN
ISBN# 0-87135-396-2

the AMAZING SPIDER-MAN®

THE SAGA OF THE ALIEN COSTUME

TOM DeFALCO
ROGER STERN
RON FRENZ
RICK LEONARDI

PLUS SPIDER-MAN'S GREATEST SECRET REVEALED!

AMAZING SPIDER-MAN: THE SAGA OF THE ALIEN COSTUME TPB 2ND PRINTING
COVER ART BY RON FRENZ & JOHN ROMITA SR.

AMAZING SPIDER-MAN: THE SAGA OF THE ALIEN COSTUME TPB
FOREWORD BY JIM SALICRUP

Can you imagine taking a world-famous comic book super hero and completely changing his costume? Well, that's just what we did to the Amazing Spider-Man a few years ago. The reaction was phenomenal. Newspapers and TV news programs across the nation carried the story of the wall-crawler's new clothes and fans everywhere were shocked. This type of thing simply wasn't done. Every red-blooded American knows you don't tamper with success. Had merry Marvel's editors and writers gone insane? Were the hard-working, deadline-driven pencilers and inkers getting tired of drawing all those webs on Spidey's old red-and-blue costume? What was going on? Well, it's a long story...

In the beginning there was Stan Lee. Along with artist Steve Ditko, they created the Amazing Spider-Man over twenty-five years ago in the final issue of AMAZING FANTASY. Right off the bat, Spidey (as we like to call him) wasn't like other super heroes. Unlike the square-jawed, two-dimensional super do-gooders of the time, Spidey was really a teenaged high school student. Back in those days teenagers were relegated to the role of the hero's young sidekick. And that's just the tip of the iceberg. Everything about the amazing Spider-Man was different. The basic premise of the strip was what would really happen to someone if he really did receive fantastic super powers. So when young Peter Parker was bitten by that radioactive spider which gave him the proportionate speed and strength of the arachnid, his problems were just beginning. He had money problems, family problems, school problems, girlfriend problems, work problems, health problems, public relations problems, torn-costume problems — *the guy had problems!* This kind of thing just wasn't supposed to happen to super heroes! And that's exactly the kind of thing that keeps happening to poor Peter Parker. Take the summer of '87, for example. Spidey got married. It wasn't a dream, or an "imaginary story." He really got married! And when he changed his costume, he didn't go back to his original costume at the end of the issue! (He did eventually go back to his old costume, I must confess, but that's another story for another book!)

Even the way he got the costume was typical of the ol' Parker luck. You see, he was on this planet known as Battleworld, fighting alongside a couple of dozen Marvel super heroes, when he tore his costume. Spidey couldn't find a needle and thread on this alien world, but he did find a super high-tech contraption that was able to create a brand new costume for him. It was the latest in state-of-the-art super suits, capable of creating its own web-fluid, changing into normal civilian clothes, and most mysteriously, it would do so by responding to Spidey's very thoughts! Sure beats the heck out of wash and wear! There was just one small problem. The costume was alive.

Now some of you might be thinking, what's the big deal? After all, there have been other super heroes who have changed their costumes. The big deal was that never before had a super hero as well known and successful as Spidey changed his appearance. Up until that point only second-string characters would don new duds. It was a way to try boosting both reader interest and sales by giving characters a new look. Changing Spidey's costume was tampering with success, something only the batty Bullpen would ever be crazy enough to dare!

(Ironically, Spidey continued to appear in his red-and-blue costume in the black-and-white internationally syndicated daily comic strip while he wore his new black-and-white outfit in his four-color comic book. Go figure.)

That's enough behind-the-scenes palaverin', the action and excitement of the Saga of The Alien Costume awaits! Enjoy!

Jim Salicrup
April 1988

SPIDERMAN #252 P. 3

VIEWED THRU GLAS WINDOW

THE PAPER LOOKS GOOD, ROBBIE -- *REAL GOOD!*

THIS LEAD STORY WILL HAVE EVERYONE IN THE CITY WONDERING WHAT'S HAPPENED TO THOSE HEROES.

I'M GLAD YOU'RE PLEASED, JONAH.

I HAVE ONLY ONE COMPLAINT...

YOU NEVER ONCE CONFRONTED THE QUESTION OF *SPIDER-MAN'S* INVOLVEMENT!

IS HE BEHIND THESE DISAPPEARANCES? WHAT DOES HE HOPE TO GAIN?

SLOW DOWN, JONAH...

AS THE PUBLISHER OF THE *DAILY BUGLE*, YOU CAN REPLACE ME ANY TIME YOU CHOOSE, BUT AS LONG AS I'M THE EDITOR-IN-CHIEF HERE--

--I'M GOING TO RUN THIS NEWSPAPER *MY* WAY!

DAILY BUGLE

IF YOU WANT TO KEEP PERSECUTING SPIDER-MAN, YOU'LL HAVE TO DO IT ON THE EDITORIAL PAGES-- AND NOT IN MY HEADLINES!

IS THAT UNDERSTOOD?

HARUMPHH! I STILL WONDER HOW SPIDER-MAN'S MIXED UP IN ALL OF THIS!

SO DO I. I WISH I KNEW HOW ALL THE MISSING HEROES FIGURED IN...

THEY'VE BEEN GONE FOR DAYS!

MEANWHILE, IN THE ***SHEEP MEADOW*** *OF NEW YORK'S CENTRAL PARK, THE POLICE HAVE CORDONED OFF THE AREA THAT ONCE HELD THE MYSTERIOUS STONEHENGELIKE CONSTRUCTION--*

--WHICH TRANSPORTED THE VANISHED HEROES TO A GALAXY FAR BEYOND OUR OWN!

SUDDENLY, AN INCREDIBLE BURST OF BLINDING LIGHT SEEMS TO EXPLODE FROM WITHIN THE BARRICADES, AND THEN--

LOOK!

THAT'S THE THING WHICH KIDNAPPED THE HEROES! *IT'S BACK!* HOW--? WHY--?!

3

***AMAZING SPIDER-MAN #252*, PAGE 3 ART BY RON FRENZ & BRETT BREEDING**

IMAGE COURTESY OF HERITAGEAUCTIONS.COM

PETER? IT SEEMS LIKE IT'S BEEN AGES SINCE YOU LAST CALLED! WHEREVER HAVE YOU BEEN KEEPING YOURSELF?

LEAVE THE BOY ALONE, MAY! STOP TRYING TO SMOTHER HIM!

I'M SORRY, AUNT MAY! I WAS, UH, CALLED OUT OF TOWN UNEXPECTEDLY... ON A PHOTO ASSIGNMENT!

I INTENDED TO STOP BY FOR A VISIT BEFORE I LEFT, BUT I JUST DIDN'T GET THE CHANCE!

YES...YES...OF COURSE I FORGIVE YOU...IT'S JUST THAT YOU KNOW HOW I SOMETIMES WORRY WHEN I DON'T HEAR FROM YOU!

"SOMETIMES WORRY"?!

MAY PARKER, YOU HAVE THE MOST INCREDIBLE GIFT FOR UNDERSTATEMENT!...AND ALL WITH A STRAIGHT FACE, TOO!

HUSH, NATHAN! PETER'S TALKING...

THAT'S ALL RIGHT, AUNT MAY! I'D HATE TO INTERRUPT A MASTER SHOWMAN WHEN HE'S ON A ROLL!

SUNDAY DINNER?! I'D LOVE TO JOIN YOU AND NATHAN... BUT ONLY IF I CAN BRING THE DESSERT!

WELL, THEN YOU CAN EXPECT ME!

IT USED TO BE, IF I WAS OUT OF TOUCH, AUNT MAY WOULD FLIP! SHE SEEMS SO TOGETHER THESE DAYS! I GUESS MOST OF THAT IS NATHAN LUBENSKY'S DOING! HE'S BEEN MIGHTY GOOD FOR HER!

I'VE GOT ANOTHER IMPORTANT PHONE CALL TO MAKE!

THIS ONE'S TO MY LADY--

"--FELICIA HARDY, THE *BLACK CAT!*"

BRRING! BRRING! BRRING! BRRING!

NO ANSWER! I WONDER WHERE SHE COULD BE?

FELICIA AND I HAVE SOME SERIOUS TALKING TO DO!

I'M GETTING BETTER AND BETTE

BURMA SH

IT'S TIME WE STRAIGHTENED OUT THIS WACKY RELATIONSHIP OF OURS!

***AMAZING SPIDER-MAN #252*, PAGE 11 ART BY RON FRENZ & BRETT BREEDING**
IMAGE COURTESY OF HERITAGEAUCTIONS.COM

SPIDERMAN #252

18

P. #4

SHORTLY...

THEY MAY NOT BE COSMIC PROBLEMS-- BUT MY RENT'S COMING DUE IN A FEW DAYS... AND I'VE GOT OTHER BILLS TO PAY!

I COULD REALLY USE SOME BIG BUCKS!

HEY, I WONDER IF--

POP

MY CAMERA!

MY COSTUME MUST HAVE KNOWN THAT I WANTED IT!

GOSH, I HAD EVEN FORGOTTEN THAT THIS CAMERA WAS STILL INSIDE THE COSTUME WHEN IT CHANGED ITS APPEARANCE!

I REALLY DO HAVE TO GIVE REED RICHARDS A VISIT-- AND *SOON!*

BUT NOW--

"--I'VE GOT SOME FILM TO DEVELOP!"

I MANAGED TO SNAP QUITE A FEW PIX OF THAT ALIEN ADVENTURE--

--BEFORE I RAN OUT OF FILM!

RED LIGHT

WOW! I KNEW THESE PICTURES WERE WEIRD WHEN I TOOK THEM-- BUT I HAD NO IDEA ***HOW*** WEIRD!

BEAUTIFUL ...AND YET, SO VERY TERRIFYING!

I'LL BET I COULD MAKE A SMALL FORTUNE SELLING THESE TO THE NEWS MAGAZINES!

14

RED LIGHT

***AMAZING SPIDER-MAN #252*, PAGE 14 ART BY RON FRENZ & BRETT BREEDING**
IMAGE COURTESY OF HERITAGEAUCTIONS.COM

AMAZING SPIDER-MAN #252 P. 25

OH, YEAH? LIKE *WHAT--?!*

TAKE A GOOD LOOK AT THIS NEIGHBORHOOD, MISTER! ME AND WEEZIE LIVE HERE-- AND *IT STINKS!*

WE'VE GOT *NOTHING* GOING FOR US!

YOU'RE WRONG, JUSTIN!

REAL WRONG!

THERE ARE LOTS WORSE PLACES THAN THIS NEIGHBORHOOD ...THAN THIS PLANET!

HUH?

Y'KNOW, I USUALLY DO MOST OF MY DEBATING WITH MY FISTS--

--BUT I'M GOING TO TRY A DIFFERENT TACK WITH YOU KIDS!

HEY! WHAT ARE YOU DOING?!

I'M TAKING YOU BOTH FOR A RIDE! HANG ON TIGHT, BECAUSE--

HOLD SKY FOR COLOR *

YIPES! I THINK I'M GONNA BE SICK!

--IT'S *WEB-SWINGING TIME!*

DON'T YOU DARE, JUSTIN!

HEY, MISTER! ARE YOU CRAZY--?!

MAYBE! WE'LL LEARN SOON ENOUGH!

19

***AMAZING SPIDER-MAN #252*, PAGE 19 ART BY RON FRENZ & BRETT BREEDING**
IMAGE COURTESY OF HERITAGEAUCTIONS.COM

ROSE! YOU RUINED MY LIFE! YOU RUINED EVERYTHING! I NEVER SHOULD HAVE GOTTEN MIXED UP WITH YOU!

THAT MAY WELL BE TRUE, MR. NESTERS --BUT I AM HARDLY TO BLAME FOR YOUR CURRENT SITUATION.

WHY YOU =ARGH=

YOU ARE AN ADULT! NO ONE FORCED YOU INTO ANYTHING!

OK!

YOU MADE YOUR OWN DECISIONS!

THIS IS MOST DISTRESSING. MY MEN ARE NO MATCH FOR THAT BLACK-SUITED AVENGER. HE'LL BE AFTER ME WITHIN SECONDS--

--UNLESS I TAKE SOME RATHER DRASTIC ACTIONS!

BWAM!

NO!

THOSE FALLING CRATES WILL CRUSH NESTERS! HE HASN'T GOT A CHANCE!

ACTING INSTINCTIVELY, THE AMAZING SPIDER-MAN HURLS HIMSELF FORWARD, GRIMLY DETERMINED TO CUSHION THE FALLEN FOOTBALL STAR WITH HIS OWN BODY.

AND THEN...

KAPLASH!

21

FOLD COPY TRIM COPY

MARVEL® COMICS

COPY TRIM 1/31

TRIM COPY

YELLOW TS

BLACK TS

COLOR- RAINBOW

RED TS

BLUE TS

COPY TRIM

TRIM COPY

FOLD COPY TITLE TEAM-UP (SILVER SURFER)

COPY TRIM SCHEDULE

MARVEL TEAM-UP #143 **COVER ART BY GREG LAROCQUE & JOSEF RUBINSTEIN**
IMAGE COURTESY OF HERITAGEAUCTIONS.COM

MINE for Pete

YET THE TROUBLES OF CHINATOWN DO NOT ESCAPE THE NOTICE OF THE REST OF THE CITY...

DAILY BUGLE

BETTY-- WOULD YOU GET PETER PARKER ON THE LINE FOR ME?

I'VE GOT SOME WORK FOR HIM.

I WOULD-- EXCEPT THAT HE HAPPENS TO BE STANDING RIGHT HERE BESIDE ME!

HM! SO HE DOES!

YOU MEAN... YOU'D ACTUALLY DEIGN TO GIVE ME AN ASSIGNMENT, ROBBIE?

COME ON, PETE. YOU KNOW I'VE BEEN SO CRITICAL OF YOU LATELY FOR YOUR OWN GOOD!

NOW, LISTEN-- WE'VE GOT AN UPCOMING STORY ON ALL THE STREET VIOLENCE THAT'S BROKEN OUT IN CHINATOWN--

--A PIECE THAT WOULD BE HELPED IMMEASURABLY BY SOME ACTION-PACKED ON-THE-SPOT PHOTOS!

SAY NO MORE, MR. EDITOR-IN-CHIEF! I'M ON MY WAY!

BE CAREFUL, PETER.

A BUGLE-FINANCED RIDE LATER...

A CROWD OF PEOPLE OUTSIDE THAT RESTAURANT. MIGHT MEAN NOTHING...ON THE OTHER HAND, IT COULD BE THE BEGINNING OF *TROUBLE!*

HERE, DRIVER. KEEP THE CHANGE.

LIN CHOW RESTAURANT

SURE YOU CAN AFFORD IT, BIG SPENDER?

HMMM... MOST OF THAT CROWD ARE WEARING THE SYMBOL OF THE TIGER'S-CLAW!

I'D BETTER STICK CLOSE -- AS MOON KNIGHT!

I JUST REALIZED--! THAT'S THE RESTAURANT OWNED BY THE UNCLE OF MY OLD SCHOOL-CHUM, PHILIP CHANG! WONDER IF PHIL STILL WORKS THERE?

...BUT WE *MUST* TALK TO PHILIP! SURELY YOU UNDERSTAND HOW URGENT OUR NEED IS!

I TELL YOU, MY NEPHEW IS NOT HERE! I DO NOT KNOW WHEN HE WILL RETURN!

VERY WELL... BUT WE OF THE TIGER'S CLAW DO NOT GIVE UP EASILY. WE WILL RETURN.

THOSE GUYS SURE SEEM ANXIOUS TO SEE PHIL, WONDER WHY-- *HUH?*

5

MARVEL TEAM-UP #144 PAGE 5 ART BY GREG LAROCQUE & MIKE ESPOSITO
IMAGE COURTESY OF HERITAGEAUCTIONS.COM

ESSENTIAL PETER PARKER, THE SPECTACULAR SPIDER-MAN VOL. 4 TPB
BACK-COVER ART BY AL MILGROM & TOM CHU

CLOAK & DAGGER: CRIME AND PUNISHMENT PREMIERE HC
BACK-COVER ART BY AL MILGROM & TOM SMITH

THEY SAY THE SUIT MAKES THE MAN...

When Spider-Man returns from the Secret Wars with snazzy new black threads, he's faster and stronger — and has an unending, built-in supply of webbing! All the better for tussling with foes such as the Rose, Black Fox, Red Ghost, Jack O'Lantern, Puma and the Blob! Not only that, but he's dressed to impress the Black Cat, too — much to Mary Jane's dismay. But there's something about Peter that's not quite right. Curse that ol' Parker luck, the black costume just happens to be a hungry alien symbiote — and it's grown very attached to him! Savor a chronological retelling of Spider-Man's epic wardrobe malfunction, told across the three Spidey titles of the era!

Collecting *Amazing Spider-Man (1963) #252-258*, *Marvel Team-Up (1972) #141-145* and *Annual #7*, and *Peter Parker, the Spectacular Spider-Man (1976) #90-95* — written by Tom DeFalco, David Michelinie, Cary Burkett, Tony Isabella, Louise Simonson and Al Milgrom; and illustrated by Ron Frenz, Rick Leonardi, Greg Larocque, Paul Neary and Milgrom.

T

MARVEL

ZONE